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Dungeons & Dragons® Supplement

Lords of Madness™

The Book of Aberrations

Richard Baker,
James Jacobs, Steve Winter

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Richard Baker,
James Jacobs, Steve Winter

CREDITS

DESIGNERS
Richard Baker, James Jacobs, Steve Winter

DEVELOPMENT TEAM
Michael Donais, Andy Collins

EDITORS
Michele Carter, Ray Vallese

MANAGING EDITORS
Kim Mohan, Chris Thomasson

DESIGN MANAGER
Christopher Perkins

DEVELOPMENT MANAGER
Jesse Decker

SENIOR ART DIRECTOR RPG
Stacy Longstreet

DIRECTOR OF RPG R&D
Bill Slavicsek

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Joshua C. J. Fischer, Randall Crews

ART DIRECTOR D&D
Dawn Murin

COVER ARTISTS
Wayne England, Ed Cox

INTERIOR ARTISTS
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GRAPHIC DESIGNER
Dee Barnett

CARTOGRAPHER
Dennis Kauth

GRAPHIC PRODUCTION SPECIALIST
Angelika Lokotz

IMAGE TECHNICIAN
Jason Wiley

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Wizards of the Coast, Inc.
P.O. Box 707
Renton WA 98057-0707
(Questions?) 1-800-324-6496

EUROPEAN HEADQUARTERS
Wizards of the Coast, Belgium
T Hofveld 6d
1702 Groot-Bijgaarden
Belgium
+322-467-3360

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Introduction

Among the most iconic elements of the Dungeons & Dragons game are its unforgettable monsters. Dragons roam the skies, seeking towns to burn and plunder. Hordes of ravening orcs lurk sullenly in the wastelands and barren places, waiting for the chance to sweep down on the unsuspecting lands of humankind. Demons and devils pry and push at the borders of their infernal planes, seeking the opportunity to enter the world and wreak their terrible evil. Bizarre, antediluvian monstrosities—things of deadly eyes, squirming tentacles, and mind-poisoning horror—lurk in the deep and remote places, dreaming terrible alien dreams of conquest and dominion over the world outside. These are the aberrations, creatures whose very existence outrages nature, creatures that belong to distant times and dimensions of cosmic terror.

THE BOOK OF ABERRATIONS

While this book might seem to be intended primarily for Dungeon Masters, the monsters discussed in this tome are so powerful, iconic, and prevalent in the D&D universe that any player wishing to know more about his character's adversaries should be interested in the information contained herein. Chapter 9 includes a number of feats, spells, and prestige classes for characters whose principal enemies include monsters of the aberration type. While the focus of this book is on aberrations, many of these new rules elements can apply to other creatures. New aboleth, illithid, and silthilar (a new aberration swarm) grafts can benefit an adventurer in any sort of campaign, as can any of several new domains and magic items.

Naturally, Dungeon Masters will find dozens of new monsters, monster feats, monster spells, and tremendous amounts of hidden lore about these same creatures. Everything you need to highlight an iconic aberration race in your campaign (or to survive such an event, if you are a player) can be found in this book. Each chapter devoted to one of the major aberration races also includes an encounter site, complete with keyed locations and ready to be used in an existing campaign.

Unlike the creatures that populate *Draconomicon* or *Libris Mortis*, aberrations share few common characteristics other than a broad thematic link. Other than the fact that they're all inhuman monsters that have powerful magical abilities and dwell deep underground, aboleths, mind flayers, and beholders do not really share any common origins or physiology. Therefore, the major races of aberrations are each discussed in their own chapter, with little reference to other aberrations.

The major aberration races include the following monsters:

Aboleths, or the deep masters, are the loathsome lords of the underground seas. Perhaps the most alien and inscrutable of all the major aberration races, the aboleths are mighty psions and mages whose sinister influence wells up from the deepest places in the earth.

Beholders, the terrible eye tyrants, command fearsome innate magical power. With a single glance they kill, paralyze, confuse, or enslave their foes. Rapacious and arrogant, a single beholder can easily become the overlord of its own realm of evil.

Mind flayers, or illithids, are brilliant, cruel, and terrifying creatures. Mind flayers might comprise the single most dangerous threat to the dominion of humanoids in the daylight lands of the surface world.

Neogi, the slave takers, are a race of greedy and sinister merchants who spin their webs of gold and misery across the human world.

Grell, or the eaters, are an alien race of predators that haunt the wild and lonely places of the world. Armed with an indecipherable admixture of alchemy and science, the fearsome grell ruthlessly destroy all other races that blunder into their territory.

The **Tsochari,** or the wearers of the flesh, are a race of invasive parasites that wear the stolen bodies of their victims so that they can pass in human society.

The six races mentioned here pose the most widespread and virulent threats to humans and other good races. They combine magical power, ruthless genius, and cold, calculating malice; they are alien and inscrutable, things born of madness and nightmare. Brave indeed are the heroes who venture into their domains.

Of course, the Far Realm and the deep, dark places of the earth are responsible for spawning forth many more creatures than these. Many other aberrations can be found in this book, including the half-farspawn, a new template for the offspring of creatures that have consorted with aberrations; the psionic psurlon; and the bizarre silthilar, masters of grafts.

WHAT YOU NEED TO PLAY

Lords of Madness makes use of the information in the three D&D core rulebooks—*Player's Handbook, Dungeon Master's Guide,* and *Monster Manual.* In addition, it includes references to material from several D&D supplements, including *Fiend Folio, Monster Manual II, Epic Level Handbook, Miniatures Handbook, Libris Mortis,* and *Expanded Psionics Handbook,* as well as the Forgotten Realms® supplements *Underdark* and *Unapproachable East.* Although possession of any or all of these supplements will enhance your enjoyment of this book, they are not strictly necessary.

Illus. by C. Lukacs

No single common characteristic easily distinguishes an aberration from any other sort of creature, or signals a kinship to creatures of this type. Some are intelligent, some are not; some are humanoid in shape, some are not; some possess innate magical powers, and some do not. This book is chiefly concerned with those aberrations that pose a pervasive and significant threat to humankind. While a creature such as a carrion crawler is certainly a dangerous monster, it lacks the intelligence to entertain dark schemes against the creatures of the world above. It is simply an unreasoning beast, albeit an unusually bizarre and alien one.

Creatures such as aboleths, beholders, and mind flayers are far more significant because they represent entire societies of unhuman and amoral intelligences that regard humans and humanoids as potential slaves at best, or, more likely, bleating cattle awaiting slaughter. These intelligent, evil aberrations do share some common characteristics, even if they are not remotely related to one another.

THE CODEX ANATHEMA

Over a thousand years ago, the wizard known as Iphegor of the Ebon Mirror composed a terrible book, the *Codex Anathema*. A student of distant places, times, and planes, Iphegor plumbed the depths of space and reality with the aid of the *Ebon Mirror*, a powerful artifact that allowed him to see into strange and terrible places indeed. The *Codex Anathema* records the frightful visions he observed in the *Ebon Mirror*, along with rambling essays in which Iphegor describes his own findings and conclusions about matters no sane being should dwell on for long.

The *Codex* includes accounts of astral voyages into the dim antediluvian eons when aboleths ruled over the world, frenetic narratives about passages into the depths of the Far Realm, and dialogues with illithid sages and tsochari imposters. Studies and observations about creatures such as beholders, chuuls, psurlons, and beings clearly originating outside of nature comprise a large part of the *Codex*. Overall, the book is poorly organized, consisting of a haphazard collection of essays, narratives, notes, and odd arcane formulae jotted down in whatever order Iphegor happened to think of them.

No one knows Iphegor's final fate, but it is said that the *Ebon Mirror* still exists, buried in some dreadful dungeon. To stare into its depths is to risk life and sanity—yet secrets of untold power might lie within its starry void.

ORIGINS OF THE ABERRATIONS

Aberrations as a kind seem to cry out for explanation. Other monsters are part of the natural world, or come into being through the actions of natural beings, but aberrations have no place in the usual order of things. Their origins are unthinkably distant in time, space, or planar cosmology. While they are now natives of the Material Plane (they would be outsiders if they were not), aberrations share little or no kinship with the other living creatures of the world.

As a DM, defining an origin for a major aberration race you intend to feature in your campaign will help you to create plots and schemes for that race. For example, a race older than the world itself might retain memories or lore of extremely ancient events. Heroes who find that they need to understand how a god died thousands of years ago, or where and when a very ancient artifact was last seen, might discover that the knowledge they seek exists only in the secret lorepools of the aboleths. Aberrations that came from distant worlds might have an insatiable appetite for human slaves and wealth to send back to their alien homelands through magical doorways. Races that exist through the intervention or corruption of a dark and terrible god might seek ways to fully wake their progenitor, or form insidious cults to capture the worship of "lesser beings," such as humanoids, for their divine master.

OUT OF SPACE

Most intelligent creatures live their lives on a single world in the Material Plane, and do not dream that the Material Plane includes anything other than the world they know. However, the Material Plane is indeed an infinite plane. It is filled with countless worlds, so inconceivably far removed from one another that only the most powerful of wizards can hope to travel from world to world. Each of these Material Plane worlds possesses its own unique conditions, and some of these distant worlds nourish strange and inimical forms of life. Aberrations from the remote reaches of the Material Plane come from worlds such as these, places stranger and more menacing than all but the most fearsome of Outer Planes.

Because these far worlds are still part of the Material Plane, it is possible to reach them via *greater teleport, teleport circle,* and similar magic. In fact, it is possible for vessels with the proper magic to voyage between the worlds without any sort of teleportation. Flying ships (sometimes known as spelljammers) can reach the moon(s), nearby planets, or possibly even the worlds of other stars altogether. Journeying to a nearby world, whether it is the moon of the characters' own native world or a different planet in its own right, might require anything from a few hours to months or even years of star-sailing.

The neogi are perhaps the best-known example of an extraterrestrial race. Descending from the dark night skies in their sinister, spiderlike flying ships, these rapacious slavers and oily merchants wander from world to world, trading with those strong enough to warrant caution and stealing from those who are not. Neogi merchants enjoy access to the resources and markets of many worlds, and few can follow them when they depart for their next destination. Slaves taken by the neogi rarely, if ever, see their homelands again.

The tsochari also hail from a distant world, a cold and lightless place of terrible black ruins and endless, shrieking winds. Unlike the neogi, who move from world to world so easily that they themselves do not recall the world of their origin, the tsochari do not build starfaring vessels. They must labor long and hard to create the magical gates that allow them to venture between worlds.

OUT OF TIME

Just as the origins of an alien race can be physically remote from the normal world, they can also be temporally removed from the world humans know. Some aberrations do not hail from places where the rules are different, but instead originate in times when the world is, was, or will be a very different place than it is now.

ABERRATIONS IN EBERRON

Nearly everything in this book is perfectly usable if you are running a campaign in the world of the Eberron campaign setting. After all, one of the guiding principles of the Eberron setting is "If it exists in D&D, it exists in Eberron." That said, aberrations have a unique role in Eberron that might change how you use some material in this book.

Millennia ago, a bizarre and alien race called the daelkyr invaded Eberron through planar portals leading from their home plane of Xoriat, the Realm of Madness—a plane similar to the Far Realm discussed in this book. While on Eberron, the daelkyr created many of the known species of aberrations, including beholders and chokers. Mind flayers served as the lieutenants of the daelkyr, and originated with them on the plane of Xoriat, making them extraplanar aberrations when they appear on Eberron. New kinds of aberrations are found on Eberron as well, including dolgrims and dolgaunts.

Aberrations that venture near human habitation are frequently the focal point of degenerate cults loosely termed the Cults of the Dragon Below. Cultists of the Dragon Below are insane, believing that aberrations are beautiful and holy creatures that can lead them to a subterranean promised land or reward them with annihilation when they bring the daelkyr up from the depths to destroy the world.

Most of this information amounts to background details about the various kinds of aberrations, and has little impact on their actual use in play. The vast majority of the information contained in *Lords of Madness,* including details about the anatomy, society, abilities, and tactics of various aberrations, is just as true in the Eberron setting as in any other D&D campaign. Simply alter or ignore details about the origins of different aberrations presented in this book, placing them instead in the context of the ancient daelkyr invasion.

For most purposes, there is little difference between an origin remote in space and one remote in time. An alien and unforgiving world is an alien and unforgiving world. However, unlike aberrations out of space, aberrations out of time cannot easily return to their original homes. The journey from eon to eon is much more difficult than the journey from planet to planet, and only the mightiest and most dreadful magic can do the trick. There are exceptions—creatures that move through the timestream as easily as a human sails from port to port along a well-charted coast—but in general, aberrations from distant times are completely severed from their places of origin, never to return.

Antediluvian Aberrations

Aberrations hailing from exceedingly ancient times are the remnants or survivors of an ancient world, now replaced by the world that seems normal or natural to humans. Some predate creation itself, existing as the last vestiges of a previous creation, an older multiverse in which the rules were very different. While this would imply a span of billions of years in our own universe, in the fantastic universe of the D&D game the creation of the world might be far more recent, a span of a few hundred or few thousand years. Creatures of antiquity deeply resent the arrival of brash new humanoid races and "creator" deities who erased the ancient predecessor universe and replaced it with a less hospitable (to the aberrations, anyway) world.

Aboleths are the best example of a race with this origin. Long ago, they populated an earlier creation filled with creatures of similar physiology and temperament, a cold and horrible world of perpetual darkness. This incredibly ancient world died, and the world of humans, dragons, and sunlight replaced it, to the aboleths' everlasting anger. Since aboleths retain the memories of their progenitors in an unbroken line stretching back thousands of years, they still recall the earlier cosmos and long for the return of more favorable conditions.

Travelers in Time

Other aberrations hail from the future instead of the past. Depending on the amount of time involved, they possess striking insights into "impending" events for those who live in the younger age, explaining in part their ability to anticipate and plan for events in the world around them. Some future-born aberrations returned to the past to specifically engineer the events that will make their own world possible—a paradoxical destiny against which the cosmos itself rebels.

The mind flayers are the most notable example of these time-lost aberrations, although only a handful of the illithid savants (and likely no living member of any other race) know of the race's secret origin. A starfaring race of great power existing at the very end of time, the mind flayers faced extinction with the imminent ending of all things. Through a great and terrible spell, the mind flayers dispatched great spelljamming fleets from the cold, pitiful remnants of their dying cosmos back through time, appearing in the ancient skies of younger worlds. They arrived in the present era two thousand years ago (although the exact date varies from world to world, since their time-traveling magic produced different results as they journeyed into different cosmologies). The enslavement of the gith and the duergar dates back to early years of the illithid invasion of the present era.

Naturally, sages perusing accounts of mind flayer ships in the night sky believe that mind flayers hail from another world, never suspecting that the illithid race also comes from another time. As extratemporal creatures, mind flayers know dark and dire things about events to come, including the eventual rise of their race and the end of the multiverse. To ensure that they will indeed come to exist at all, they pursue a strange and secret agenda of manipulating the world of their own past, the world humans and their kin must share with them. The mind flayers know that their plans cannot fail, because they clearly exist; ultimate victory is inevitable.

Otherwhens

Finally, some aberrations might come from worlds with alternate histories—planets where evolutionary events, magical cataclysms, or the will of dark deities perverted the world from its normal and natural course. On the surface, such a world would seem to be little different from a planet from some far corner of space or a world existing in an alternate Material Plane—but these "otherwhen" worlds are perhaps even more strange and shocking, because they are so similar to the mundane world, and yet horribly, terribly wrong.

In some cases, these otherwhens are not entirely real. They possess only the potential to be real. As the "real" world grows more distant, in time or history, from the point of divergence that might have given rise to the otherwhen world, the otherwhen world begins to fade into the nothingness from which it came. Powerful and knowledgeable aberration races, recognizing the illusory nature of their mirror existence, seek to anchor their mirror-world as the "real" one, thus preserving themselves by causing the extinction of the real world. It might be possible to do this by performing some terrible rite or spell, or by searching out all the consequences of the divergence event in the "real" world and undoing them one by one. Since their existence itself is at stake, aberrations from a short-lived

VARIANT ORIGINS

While this discussion proposes specific origins for each major aberration race, there is no reason you can't alter these racial origins for your own campaign. In most cases the origins are so distant (in time or space) that it doesn't really matter much to game play where a particular aberration comes from; they're here now, and that's enough. If you prefer mind flayers to be from distant worlds or alternate Material Planes instead of the remote future, feel free to stipulate that origin in your own game.

otherwhen are capable of unthinkable acts that to other races might seem works of random and meaningless evil.

No known aberration races hail from such a perversion of the proper course of things, but the possibility cannot be dismissed.

THE PLANES

Various aberrations have their origins in the infinite variety of planes that exist beyond the Material Plane. Just like worlds distant in time or space, the stranger and more remote planes are places where the very laws of nature no longer apply. Capricious gods, bizarre magical phenomena, and alien environments all combine to populate the planes with strange and fearful beings.

Planar denizens are outsiders or elementals—beings that might better be regarded as spirits manifested in corporeal forms. However, planes such as the Abyss, Pandemonium, or Gehenna are also home to creatures that are every bit as physical as humanoids. Few aberration races are powerful enough to challenge the great outsider races for dominance of a plane, but planar-dwelling aberrations control or infest portions of nongood planes.

Aberrations from distant planes are in some ways closer to their origins than aberrations from space. Spells such as *plane shift*, *shadow walk*, *gate*, or *astral projection* offer ready access to distant planes—and, unlike a *teleport* spell, it's possible to set off without knowing precisely where you're going.

Illus. by M. Phillippi

A wizard lost in the Far Realm

Far Realm

While aberrations do roam the depths of the Nine Hells and the fetid layers of the Abyss, they are especially common in one plane—the Far Realm. The Far Realm represents the very edge of creation, the place that exists at the borders of conception. What lies beyond it is physically inconceivable and cannot be brought into existence. It is possible that the Far Realm exists as both a spatial and temporal frontier as well as a planar one, and that a traveler who moves through space or time to the ends of the universe could reach the Far Realm in much the same way that a planar traveler could. If explorers have attempted such a journey, they have not returned to tell the tale.

Wherever the Far Realm truly lies, it is a place where all natural law runs amok. Aberrations are spawned in its infinite madness, and some of these find their way—through space, through time, or most commonly through planar travel—to the mundane realms of humanoids. Cloakers, the strange and sinister beings that haunt the black underground depths, originated in the Far Realm and came to the normal world long ago. Likewise, the terrible psurlons, psionic monsters of great strength, also arose in the Far Realm.

Ethereal Plane

The swirling mist of the Ethereal Plane is home to a number of strange planar aberrations that interact with the normal world. The ethereal filcher is one of the more common, a bizarre creature whose penchant for petty theft has caused tremendous trouble for groups of adventurers and explorers. Far more dangerous and sinister aberrations, such as the ethergaunts (*Fiend Folio* page 64) and the nilshai (*Unapproachable East* page 67), also inhabit the Ethereal Plane or the drifting demiplanes found in its depths. Ethereal aberrations enjoy easy access to the Material Plane, but at the same time remain safe from all but the most powerful and determined enemies in the mundane world.

Alternate Material Planes

Beyond the Plane of Shadow lie entire cosmologies only guessed at by the sages and clerics of humankind. Some of these alternate cosmologies strongly resemble the familiar multiverse, but others are strange and hostile places. Much like the "otherwhen" worlds or planets remote in time or space, alternate Material Planes are places where almost anything could be true.

Travel from one Material Plane to another is difficult at best. The roads through the Plane of Shadow are dim and confusing, and few can find a path leading in the direction

they wish to travel. Nevertheless, some creatures have made the journey—including the bizarre grell, which emigrated from another Material Plane only a few generations past.

Aberrations native to entirely different multiverses and cosmologies do not always come through the Plane of Shadow to reach the normal world. Various forms of *gates* and other world-spanning magic permit a knowledgeable traveler to reach an entirely different world with a mere step.

DREAMS OF MAD GODS

Not all deities belong to the pantheons of human or humanoid gods. Dark and powerful divinities with little or no interest in humankind lurk in the universe, seeking only to propagate their own alien visions of creation and existence. Whether as a deliberate act or as a simple side effect of their own existence, these alien divinities create monstrous beings to terrorize and corrupt the world of humankind.

THE ORIGIN OF THE CHUULS

The monstrous, rapacious chuuls are a created race, brought into existence artificially through magic and science.

Chuuls were created several hundred years ago by the archwizard and would-be emperor Ashranezr. A man of rare genius and ambition, he was also quite mad. Regarding himself as an incipient deity, he set his sights on nothing less than the conquest of the world.

Ashranezr first attracted notice because of his unique physical characteristics: He was half-man and half-sahuagin, but not by birth. Through self-surgery and magical techniques of his own devising, he had infused himself with the hardiness, strength, and savagery of the sea devils. None of his notes survived his demise, and he had no pupils or apprentices, so the exact process of transformation was lost with him. Most would judge that to be a good thing.

Ashranezr's home lay in an island chain, in an unknown location beneath the water. In his submerged stronghold, using the secret procedures perfected on his own body, he began experimenting with the breeding and alteration of other creatures. Strange, hybrid creatures were commonly seen in the vicinity of his lab for many years, but none were replicated in large numbers or caused much havoc. During those years, Ashranezr was considered to be an extreme eccentric, but not terribly dangerous. He kept to himself, and his odd creatures, while startling, were short-lived and shy. Nearby wizards' guilds gradually lost interest in Ashranezr's activities and left him completely alone. That was what he wanted.

At the culmination of decades of research and experimentation, Ashranezr bred the first chuuls—part crustacean, part insect, and part amphibian—to serve as terrifying warriors in the army of conquest he dreamed of creating. The chuuls were not Ashranezr's first creations, but they were his first true success.

The chuuls were not simply altered from existing creatures. They were entirely new creations, with attributes and powers never before seen in natural creatures. At the beginning, the greatest obstacle was their short life span. Typically, one of Ashranezr's hybrid creatures would survive only a few months or a year before suffering fatal tissue decay. When the wizard found the solution for this problem, he didn't merely extend their lives to a normal duration. He hit upon a method that eliminated aging entirely. Barring violence, Ashranezr's creatures would live forever.

With his great breakthrough, Ashranezr's dreams of godhood reached fruition. He could (and did) easily make himself immortal. How could such a man bow to any mortal? What sort of position could the world offer a man such as Ashranezr? The only reward worthy of his genius was an honor that did not exist: to be emperor of the entire world.

The first step would be to create an army of chuuls. Ashranezr's soldiers could survive nearly anywhere, land or sea. They were terrifying and powerful, but the process of creating chuuls was slow and difficult. They could not be produced quickly or in great quantities. After about a century of steady work, he had assembled approximately six hundred chuuls. Ashranezr was a patient man, but not that patient.

Rather than continuing to build in complete secrecy, Ashranezr decided to put his six hundred chuuls to work. While he expanded his army, they aided his cause by disrupting the flow of daily life in nearby kingdoms and empires. The wizard sent his chuuls in teams to assassinate generals, attack shipping, raid coastal towns, and spread terror and chaos wherever they could.

It was a terrible miscalculation. While Ashranezr kept to himself, the world paid no attention to him. When he turned his monsters loose against his neighbors, it didn't take scholars long to rediscover what had been forgotten about the eccentric wizard who created abominable lifeforms from bits of numerous creatures and who had transformed himself into a part-man, part-fish monstrosity.

With his chuuls dispersed across the world looking for trouble, Ashranezr himself had little means of defending himself against the magical assault loosed against him. In only a few months his lair was located and stormed, and Ashranezr himself was slain in a magical onslaught.

His chuuls, however, were still loose. They never received any instructions to desist. Unaware that their creator was dead, they continued wreaking havoc as ordered. Their depredations slowed down over the centuries as attrition and madness took their toll. The surviving chuuls now proceed cautiously. Some learned of Ashranezr's death and abandoned his program. Others abandoned their original instructions in order to pursue their own agendas. Some reverted to little more than clever but wild beasts, due to defects in their construction.

Of the six hundred first chuuls created by Ashranezr, perhaps two hundred have survived the centuries since their creator's destruction. Each one of these survivors is extraordinarily large, strong, clever, and cruel. From these first-born chuuls, generations of younger, lesser chuuls have spawned. (For game purposes, the first chuuls are advanced specimens of Huge size and maximum Hit Dice, while the succeeding generations are represented by the standard chuul in the *Monster Manual*.) Without the special procedures and infusions of Ashranezr's laboratories to strengthen them and extend their lifespan, these chuul-spawn are mortal, living little more than one hundred years. They lack the power of their specially bred forebears. However, they are far more numerous, and their numbers are slowly growing. While chuuls might never conquer the world as Ashranezr once dreamed, they have certainly brought terror, havoc, and death to many lands and waters.

Aberrations spawned by alien deities might or might not be aware of their origin. Some worship their progenitors, divine beings shunned by all other gods and races. Others despise the callous divinities that birthed and then abandoned them to existence in an inimical universe. Aberrations born of a deity's power or interest seek to appease or serve the divinity in question through fervid worship and the sacrifice of beings they deem enemies of their alien god. By founding widespread cults and destroying the worshipers of conventional gods, they hope to weaken the humanoid pantheons and make possible the ascendancy of their own deities.

Beholders are the best known of the godspawned aberrations. The cryptic being known as the Great Mother has no place in any other pantheon, but from the moment it first entered the multiverse, it began to seed its progeny, the multifarious race of beholders, throughout the world. Every beholder that exists is merely a reflection of the Great Mother's will and instinct to replicate itself.

Destrachans likewise arise from the dark dreams of a nameless god, but they revile their creator (and all gods, for that matter). No nondestrachan knows the purpose or identity of the sinister being that created these monsters.

MAGICAL MUTATION

Some aberrations are created through the actions of other mortals. With powerful enough magic, the laws of nature can be perverted to manufacture mockeries of other creatures. Sometimes this magical mutation is purely accidental, the unintended result of some terrible cataclysm or curse. All too often it is a deliberate act. Twisting life itself into pleasing or convenient forms is evil and reckless, a blasphemous deed that frequently leads to unforeseen consequences—but the desire to create the perfect warrior, or the most fearsome servant, has led more than one archmage into folly.

Aberrations created through magical mutation tend to be few in number and rarely have much of a racial history, since they originated in a specific program or event that might only be a few decades or centuries old. They are solitary brutes as opposed to evil masterminds. Wizards who are interested in creating slave-soldiers or useful servants don't go out of their way to breed highly intelligent creations for fear of creating things with the ruthlessness and genius to supplant their masters.

The chuul and the umber hulk provide examples of aberrations created through magical mutation. Strong, hardy, and armed with powerful natural weaponry, both races were bred as slave-soldiers. The creators of the umber hulks are lost in the deeps of time; umber hulks have been extant for thousands of years now. Chuuls, on the other hand, were created several hundred years ago by an evil mage-king who dreamed of conquering vast territory with an army of his own creation. Although the mage-king was defeated by an alliance of the neighboring realms, and his keep was destroyed, his army of chuuls escaped to plague the world thereafter.

ABERRATION CHARACTERISTICS

Whatever their specific origin, the great aberration races share several common characteristics, even if they are unrelated physically. While there exist other creatures that are evil masterminds, or that are hateful to nature, or that are unspeakably unhuman, few combine these traits in the same way that the dangerous aberrations of the world do.

Not all aberrations possess all of the following characteristics, but most possess these traits to at least some degree.

SINISTER MASTERMINDS

The master aberration races—aboleths, beholders, and mind flayers, specifically—are all extraordinarily intelligent, perceptive, and strong willed. While individual humans might match a particular aberration in intellect, wisdom, or force of personality, only a handful of humans possess the overall mental strength of the typical aboleth or mind flayer. Only the most powerful of human wizards come close to the vast lore and incisive logical capability of an exceptional aberration, such as an aboleth savant or mind flayer mage.

Not only do aberrations possess the natural gift of mental strength, they have also amassed tremendous amounts of lore and learning. The great aberration races understand that knowledge is power. For generation after generation they have devoted themselves to the pursuit of knowledge in any form, confident that their efforts will be rewarded with unmatched magical or psionic power.

This frightful intelligence means that aberrations are masterful schemers, patient and subtle. They routinely contemplate complex and subtle plans requiring lifetimes to unfold. Their plans have few weaknesses, and they anticipate the exact moment at which an enemy is likely to become aware of their plots—and what course of action the enemy is likely to take in response. Master aberrations are far more likely to ambush or trap a would-be attacker than to be surprised by their foes.

As masterminds with the natural ability to dominate or enslave their minions, aberrations surround themselves with a cadre of the most useful guards, slaves, and agents they can find. Brutes such as minotaurs, trolls, ogres, or even giants guard the outposts and lairs of master aberrations. Human adventurers are captured, turned into spies and assassins, and sent back into the lands above to gather information for their sinister masters and to strike against those who would oppose the dark influence of the aberrations below. Better yet, a few whispered rumors or carefully planned "leaks" of fabricated evidence might turn a company of adventurers into the unwitting servants of the unseen masters without a single confrontation.

Countering a plot of a master aberration is rarely as simple as finding a lair and attacking. First, the heroes must somehow discern the presence of a faceless enemy that moves in the

shadows, manipulating other creatures in the same way that a chess master moves his pieces. Then, the would-be heroes must fight their way through ranks of dupes, underlings, and mind-slaves, some of whom might not even realize that they serve a master aberration. They must pierce layers of secrecy, lies, and false leads planted by a brilliant and patient antagonist. Then, finally, they must confront their unhuman foe in a time and place of the aberration's choosing, since the master aberration observes the heroes' efforts against its underlings and dispassionately determines the best way to exercise its own terrible power to end the threat the heroes pose to its agenda, whatever that might be.

INIMICAL TO NATURE

Aberrations have no rightful place in the natural order of things. They are interlopers and invaders, creatures whose presence damages the fragile chains of being that define the natural world. A monster such as a chuul is more than a large and voracious predator, it is an affront to nature. Nothing in nature feeds on a chuul, and nothing in nature possesses the instincts or behavior to avoid the monster. Its depredations, if allowed to continue unchecked, eventually depopulate a wide swath of territory, destroying all normal fauna in its vicinity.

Aberration civilizations are even more dangerous to the natural order. Master aberrations such as aboleths or mind flayers see no value in any kind of "natural state." All things are theirs to manipulate or defile as they deem appropriate. Worse yet, some aberrations actively seek to corrupt or alter their environs to suit their tastes and needs. Armed with ruthless intellects, powerful magic, and absolute amorality, master aberrations see no reason not to warp natural creatures into guardian monsters for their dens, create magical plagues to drive off inconvenient neighbors, or spread foliage poisonous to all other creatures across a forest to provide themselves with a "better" environment.

As despoilers and corruptors of the natural world, aberrations have earned the unending enmity of druids. Aberrations seek to pervert the natural world to their own purposes. Perhaps deliberately, most aberrations dwell deep underground, where few druids contest their depredations.

A priestess of the Great Mother

UNHUMAN

Creatures such as beholders or mind flayers are certainly evil in the traditional sense—they are rapacious, greedy, self-serving, ambitious, murderous, and utterly unscrupulous. They are not necessary malicious, however, since they do not commit evil acts simply for the sake of doing evil. Instead, master aberrations regard themselves as exempt from any lesser race's notions of morality or decency. A mind flayer would argue that notions such as good and evil are simply relativistic, self-determined, and ultimately pointless exercises in justifying strength or weakness to oneself. If you regard destroying a sentient creature for your own sustenance as evil, then how is the mind flayer to regard itself as defined by your ideas on the subject? It must eat to survive, after all, and surviving clearly can't be an "evil" end when all things desire survival.

Beyond the question of their amorality, master aberrations regard themselves as innately superior to all other beings. Their potent physical, magical, and psionic gifts clearly give them the power to behave as they please toward others who lack similar gifts. Why adopt a set of ethical restrictions that would interfere with the exercise of power in whatever fashion seems most useful and necessary at the time? Aberrations have no "better nature," no good side, no sense of justice or propriety to which a captive might hope to appeal.

The evil of a master aberration is clinical, detached, and brutally logical. Cold and unemotional creatures such as mind flayers or beholders see no value in the emotional arguments or wishes of lesser creatures—and things without value are not considered when action is required.

Illus. by M. Corie

PERILOUS LORE

Learning too much about an aberration race is dangerous in the extreme. Not only do the aberrations themselves object to any attempt to study their secrets, the actual results of the effort are injurious to the humanoid psyche. No mage sleeps better after learning the language of the aboleths, mastering spells devised by mind flayers, or exploring the alchemical science of the grell. There are things that humanoids were not meant to know.

In order to truly comprehend some artifact of a master aberration's mentality—its language, its magic, its own comprehension of the mundane world—it is necessary to absorb concepts and symbologies that are drastically at variance with human norms. The more one studies these things, the more difficult it is to set aside these concepts and return to normal modes of thought and speech. Eventually, it becomes impossible, and sanity (at least, as humans define it) is lost altogether. As tempting as it might be to study the mighty spells or psionic powers of the mind flayers, these things carry a terrible risk for the reckless mage or psion. The best thing to do with an aberration's spellbook or power stone is to bury it someplace where it will never see the light of day again.

In general, the more atypical the creature's origin, the less healthy it is to know too much about it. Creatures such as beholders or umber hulks are frightening, but do not normally threaten one's reason. On the other hand, creatures spawned in especially inimical places or times—previous universes, the Far Realm, the worlds around distant stars—are more dangerous. Aboleths, grell, psurlons, and tsochari are particularly alien and incomprehensible.

THE ABERRATION CAMPAIGN

The most iconic aberrations in the Dungeons & Dragons game boast a number of traits that make them ideal as feature villains in a campaign. They possess the ability to enslave or dominate other creatures, so many disparate monsters can be found toiling in their service. Their magical and psionic powers

FORTY ABERRATION ADVENTURE IDEAS

Use the following list for quick adventure seeds or ideas for your own adventures.

1 Aboleths enslave a local lord.
2 Neogi slavers carry off the heir to the kingdom; civil war threatens.
3 Mind flayers seek an artifact that will extinguish the sun.
4 A beholder makes itself lord over all the monsters of a desolate frontier.
5 A gate opens to the shrieking madness of the Far Realm.
6 Tsochari subvert the leaders of a wizards' guild.
7 A nest of cloakers takes over the city sewers.
8 A destrachan destroys a remote monastery.
9 Cultists prepare a rite designed to summon a Far Realm entity into the world.
10 An ancient mind flayer machine hurls the heroes into the dark, dying world of the far future.
11 Aboleths prepare a terrible spell designed to enslave all arcane spellcasters to their will.
12 Aboleths are building gigantic gates to the Elemental Plane of Water deep underground in order to drown the world above.
13 A grell colony needs mithral to produce some alchemical device.
14 A beholder cult seeks to overthrow the prevailing faith of a kingdom.
15 Mind flayers and their grimlock thralls raid the surface world.
16 A gate in a ruined castle leads to a demiplane on the Ethereal Plane that is haunted by ethergaunts.
17 A noted wizard visits the Far Realm and returns, completely insane.
18 Neogi secretly support a guild of disreputable human merchants so they can carry on their trade in a human city.
19 Mind flayers find a way to exchange brains between experimental subjects.
20 A terrible bandit lord turns out to be a half-farspawn monstrosity in human shape.
21 A secret cult of evil human monks follows a lama who worships Far Realm entities.
22 A beholder mage raids an arcane library.
23 Mind flayers are the secret masters behind a slave ring.
24 Aboleths experiment with new servitor monsters.
25 A vital prophecy includes a phrase written in a language known only to the aboleths.
26 Mind flayers experiment with using creatures other than humanoids for ceremorphosis.
27 A chuul waylays boat traffic on an important river.
28 Umber hulks burrow into a dwarf outpost in search of food and treasure.
29 An aboleth savant attempts to transform itself into a vampiric creature.
30 Untrustworthy drow offer the heroes the opportunity to infiltrate a mind flayer city and destroy the elder brain.
31 A mind flayer wizard uses *polymorph any object* to begin a long-term infiltration of human society, taking a human form.
32 A beholder allies itself with a blackguard.
33 Neogi enslave an androsphinx and use the creature to waylay rival caravans.
34 Human barbarians from the moon are engaged in a fierce war against spacefaring mind flayers.
35 A terrible Far Realm entity is imprisoned in the depths of a lake, soon to awaken.
36 Working through charmed agents, a beholder hires the heroes to attack a rival.
37 An evil naga guards the ruins of an unholy temple deep in the jungle.
38 A nest of destrachans haunts the windswept ruins of a buried desert city.
39 Psurlons breed a gigantic sandworm.
40 An aboleth sigil causes insanity in any who view it.

make a variety of tactics viable, so multiple encounters with monsters of the same race play and feel different. They have the intelligence and insidiousness to contemplate campaign-spanning plots to destroy kingdoms, subvert good organizations, or bring ruin and horror to the entire world. Finally, their goals and desires are innately repulsive to humanoids of all sorts, and heroes need little in the way of special motivation to take up arms against them.

Creating a "featured villain" in your campaign is a powerful way to build a central theme for the game. It provides continuity from scenario to scenario and gives your players a clear foe for their characters to strive against. A memorable villain is an essential part of any D&D game, and few villains are as memorable or as dangerous as a master aberration.

HEROIC VS. HORRIFIC ADVENTURE

The typical pacing of an adventure presumes that the threat gradually gathers, and the heroes in turn first face relatively simple challenges that grow more dangerous the deeper they proceed into the plot. In effect, the heroes grow to meet the challenge, and by the time they confront the ultimate encounter, they have been strengthened by their efforts. They are more capable, more courageous, and hopefully equal to the task of defeating the ultimate threat. In game terms, a heroic adventure built around five key encounters might follow a progression like this:

First encounter	EL –1
Second encounter	EL +0
Third encounter	EL +0
Fourth encounter	EL +1
Fifth encounter	EL +3

Heroic adventures grow more challenging and offer a climactic battle when the heroes are ready for it.

Aberration adventures are not heroic. Instead, they are horrific. They start badly, and end worse. The heroes' first encounter with their adversary teaches the heroes that they are up against a threat that likely exceeds their capabilities. Resolving a horrific adventure almost certainly requires terrible sacrifice on the part of the heroes; the best they can hope for is to return things to the way they were before. A horrific adventure built around five key encounters follows a much harder progression:

First encounter	EL +3
Second encounter	EL +2
Third encounter	EL +1 (+2)
Fourth encounter	EL +1 (+3)
Fifth encounter	EL +4 (+5)

The parenthetical Encounter Levels represent the difference between informed and uninformed characters. If the characters take steps to understand their foes and plumb their horrible secrets, they have an easier time in dealing with them, at least at first. Comprehension should come at a frightful price—a character who willingly flirts with madness, or allows herself to be captured and experimented on by her foes, or who abandons her moral and ethical anchors in order to win the knowledge necessary.

The adventure begins with a difficult, possibly lethal, encounter that shakes the players' confidence in their characters' ability to meet the threat. It slowly becomes "easier" as the characters acquire more information and understanding of the enemy they face, but ultimately their preparations are insufficient in the face of the cosmic evil they have chosen to oppose. The horrific adventure is a bleaker, more challenging game in which characters die (or suffer other incapacitating dooms) more frequently than they do in conventionally heroic games.

COMPONENTS OF AN ABERRATION CAMPAIGN

Not only does an aberration-centric campaign *feel* different from a campaign featuring mundane enemies, it also *plays* differently. Aberration races include extremely powerful individuals, creatures with access to mighty mental powers, and creatures steeped in evil so relentless and sinister that only the strongest and most courageous of characters can face them without retreating.

Epic-Level Play

Terrible creatures rule over the aboleth and mind flayer cities. An aboleth savant-lord or mind flayer elder brain is a foe that only the most accomplished of characters can challenge with any hope of survival. Moreover, master aberrations frequently entertain plots and schemes of truly epic scale. These two facts imply that aberration-focused campaigns eventually enter the realm of epic-level play. Characters who have not yet achieved epic levels themselves might find that they cannot defeat the lurking cosmic evil at the root of their troubles, and must settle for containing it as best they can.

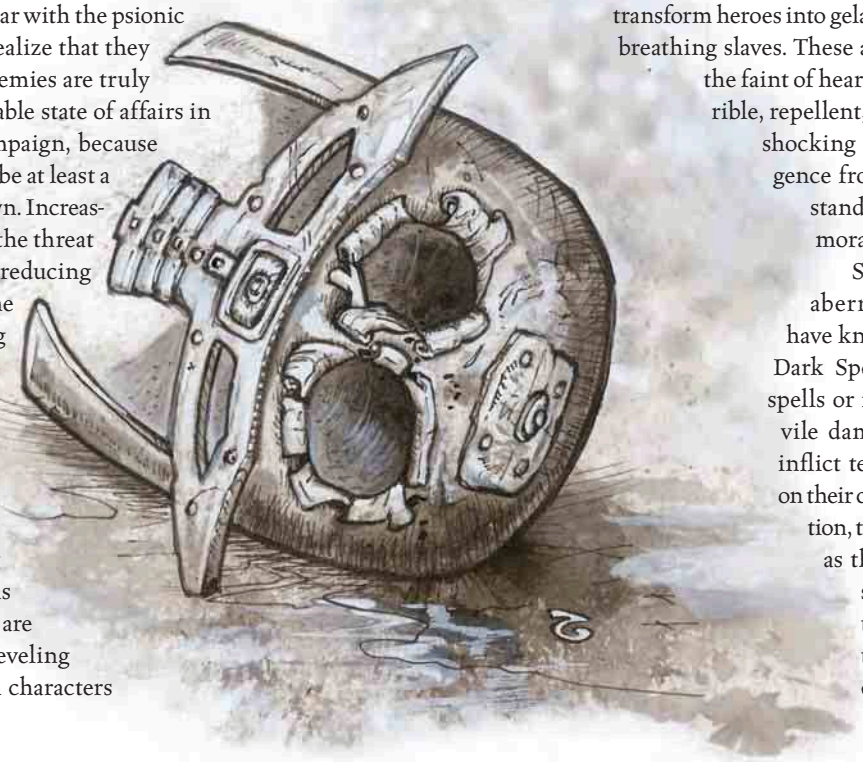
Since many aberrations are quite brilliant, it is not at all unusual for individuals to acquire class levels in psion, sorcerer, wizard, or other classes. Such creatures with racial Hit Dice and class levels can easily exceed 20 total Hit Dice and begin to qualify for epic feats. For example, a 16th-level aboleth wizard has 24 Hit Dice, and could reasonably select epic feats when it reaches 21 and 24 HD. For that matter, some aberrations might advance both by gaining more Hit Dice, as monsters do, *and* adding class levels. A truly awful aboleth savant might be a Gargantuan monster with 18 racial Hit Dice and fifteen wizard levels.

Psionics

Aboleths and mind flayers are renowned for their psionic might. While the spell-like "psionics" described in the *Monster Manual* certainly permit a psionic aberration to do terrible things to an unfortunate character's mind, you should consider making use of the rules presented in the *Expanded Psionics*

Handbook if you intend to spotlight a psionic aberration in your campaign.

Basing the mental powers of psionic aberrations on psi-like abilities or psion levels rather than spell-like abilities or wizard levels adds a new dimension to your game. First of all, if your players are not familiar with the psionic rules, they will quickly realize that they don't know what their enemies are truly capable of. This is a desirable state of affairs in an aberration-centric campaign, because the players will naturally be at least a little scared of the unknown. Increasing your players' sense of the threat to their characters and reducing their comfort level with the perils they face goes a long way toward transforming your campaign into a darker, more alien place. Even if your players are familiar with the psionic rules, they will find that facing foes that are every bit as psionically capable as they are goes a long way toward leveling the playing field between characters and monsters.



Illus. by D. Kovacs

Vile Darkness

Finally, master aberrations such as aboleths, mind flayers, and tsochari are capable of cold, dispassionate evil that humanoids simply cannot comprehend. Mind flayers rip the living brains from their hapless captives and devour them; aboleths transform heroes into gelatinous, mucus-breathing slaves. These are not foes for the faint of heart. They are horrible, repellent, and positively shocking in their divergence from any normal standards of human morals or behavior.

Some powerful aberrations might have knowledge of the Dark Speech, or wield spells or items that deal vile damage, or coldly inflict terrible tortures on their captives. In addition, the deity known as the Patient One serves as patron to aberrations that lack other divine figures.

MORE ABERRATIONS

Lords of Madness spotlights the most iconic and prevalent aberrations from the *Monster Manual,* plus a handful of notable aberrations from other sources. If you would like other aberration choices, here are some interesting aberration races you might want to feature in your own campaign.

Avolakia: These wormlike creatures possess the ability to assume humanoid form and use that power to lead adventurers to terrible ends deep underground. They are potent necromancers and guard their lairs with hordes of animated dead. *Monster Manual II* page 28.

Ethergaunt: Inscrutable sorcerers from the Ethereal Plane, the ethergaunts combine arcane might and scientific knowledge to build weapons of terrible power. *Fiend Folio* page 64.

Gibbering Orb: Sages speculate that the gibbering orbs are progenitors of both beholderkin and stranger beasts such as gibbering mouthers. These horrifyingly alien creatures wander the planes in search of spellcasters to devour. *Epic Level Handbook* page 191.

Ha-Naga: Mightiest of the nagas, the ha-nagas are the living gods of spirit nagas and other evil members of nagakind. *Epic Level Handbook* page 195.

Hook Horror: Surface adventurers think of hook horrors as mindless monsters, but these creatures, created as a servitor race by some long-dead cabal of archmages, possess a sly cunning and gather in large, dangerous bands. *Monster Manual II* page 126.

Ineffable Horror: Winged predators of the deep underground, flights of ineffable horrors roam the depths of the earth. *Underdark* page 91.

Ixitxachitl: Masters of the tropical seas, the cruel devil-rays wage endless war against the other undersea races. *Monster Manual II* page 128.

Naga: Although they rarely gather in great numbers, nagas charm or dominate lesser creatures into doing their bidding. Some believe that nagas were bred thousands of years ago by the yuan-ti as sacred animals or guardians. *Monster Manual* page 191.

Neh-Thalggu: Natives of the Far Realm, neh-thalggus—or, as they are better known, brain collectors—roam the multiverse, taking the brains of humanoids in their endless quest for knowledge and magical power. *Epic Level Handbook* page 206.

Nilshai: Belonging to the same extraplanar ecology as the ethereal filcher and the ethereal marauder, the nilshai—or ethereal theurges—are alien spellcasters that visit the Material Plane to plunder lore and take slaves. *Unapproachable East* page 67.

Nothic: Likely the result of some failed magical experiment, nothics plague ruins and caverns, preying on any who cross their path. *Miniatures Handbook* page 65.

Yurian: Sometimes known as the crabfolk, the yurians are among the few nonevil aberrations. *Fiend Folio* page 198.

Illus. by D. Kovacs

Most races maintain as part of their culture elaborate creation myths, stories they pass down through the generations with great respect, for these myths tell of how their race came to be. Often, one race's creation myths are at odds with another's, but this is of little concern, since a conflicting tale can easily be discounted as sheer fabrication.

Not all races have creation myths. The aboleths do not share myth-stories for a simple reason. They believe it an indisputable fact that they were the first, the primal race that existed before nearly all else, second only to the unknowable Elder Evils that spawned them. They know this because they remember the ancient past with crystal clarity. All else in the world is a pale imitation of their primal perfection. Even the deities themselves are subject to derision, for the aboleths know that they predate the gods. They have seen the world destroyed countless times by apocalypses both natural and artificial, yet each time the world remade itself and the aboleths survived. They are truly nightmares out of time.

ABOLETH ANATOMY

Superficially, an aboleth resembles a fish. Yet it takes only a few moments of observation to realize that an aboleth is something else entirely—not fish, nor squid, nor boneless deep-sea predator, but something that combines elements of all three.

EXTERNAL ANATOMY

An average aboleth measures 20 feet long and weighs 6,500 pounds, although many live to grow much larger. The largest aboleth encountered by reputable adventurers measured just over 40 feet long, but certainly even larger specimens lurk in the deepest reaches of the unseen realm. Their streamlined shape efficiently slithers through the primeval seas of the ancient past as well as through the contemporary underground seas that fill the lower reaches of the world.

Perhaps the most distinctive of an aboleth's features are its four tentacles. Used primarily to capture, subdue, and transform prey and slaves, they serve the creature as a means of locomotion when out of the water. The powerful tentacles grab nearby surfaces and literally drag the creature's writhing bulk along behind. Each tentacle is little more than a powerful coil of muscles wrapped in a sheath of mucus membrane. Down the length of each tentacle runs a single primary slime duct (labeled 1 on the diagram on the next page) as well as countless capillary ducts that transport the specialized slime created in its

milathast (an organ described in Internal Anatomy, below) to the tentacle surface. The creature uses this toxic slime to transform captured victims into creatures more able to serve in its watery lair.

An aboleth swims using powerful strokes of its tail while holding its tentacles up against the side of its body. The creature possesses numerous fins to stabilize and guide its motion. A swimming aboleth looks more like a snake than a fish, so sinuous and fluid is the motion of its tail and body.

The creature's mouth is a unique organ. When closed, little is visible beyond a pale white pucker, no more than a few inches across. It opens with shocking speed when the creature feeds. Fully opened, the mouth resembles an equilateral triangle about 2 feet wide on a side. At each corner, a long, thin stalk tipped with a bony spike (2) extends outward. The inner walls of an aboleth's mouth are studded with thousands of tiny serrated teeth. The three bony stalks are used to collect food and push it into the mouth, which then constricts and shreds the food into easily swallowed ribbons. Despite its fantastic amount of teeth, an aboleth has no natural bite attack; its feeding mandibles and teeth are too small and weak to be used in combat.

Along the creature's flanks run twin sets of large orifices (3), each of which can open as wide as 2 feet. Most aboleths have two orifices on each flank, but a particularly well-endowed specimen can have up to seven on a side. On a more natural creature, they might be called nostrils. An aboleth uses these vents to breathe, scent, speak, and expel mucus into the surrounding area. On land, this mucus provides a slimy bed of ooze that allows the creature to slither about more easily. In water, the mucus transforms the liquid around the creature into a cloud of soupy slime. In either environment, an aboleth breathes the mucus in order to survive; an aboleth that somehow loses the ability to create the slime quickly suffocates, even underwater.

An aboleth's senses are roughly equal to that of a human's, with the exception of its eyesight. An aboleth's three eyes see as well as a human's in bright light, but in complete darkness they give the creature darkvision out to 60 feet. All three eyes appear as little more than large, red ovals; no iris or pupil is visible. An aboleth detects scents via its ventral orifices, as mentioned above, and detects sound by feeling the vibrations in the air or water upon its skin; in effect, the creature's skin acts as a huge eardrum. Aboleths lack tongues, but the walls of their mouths

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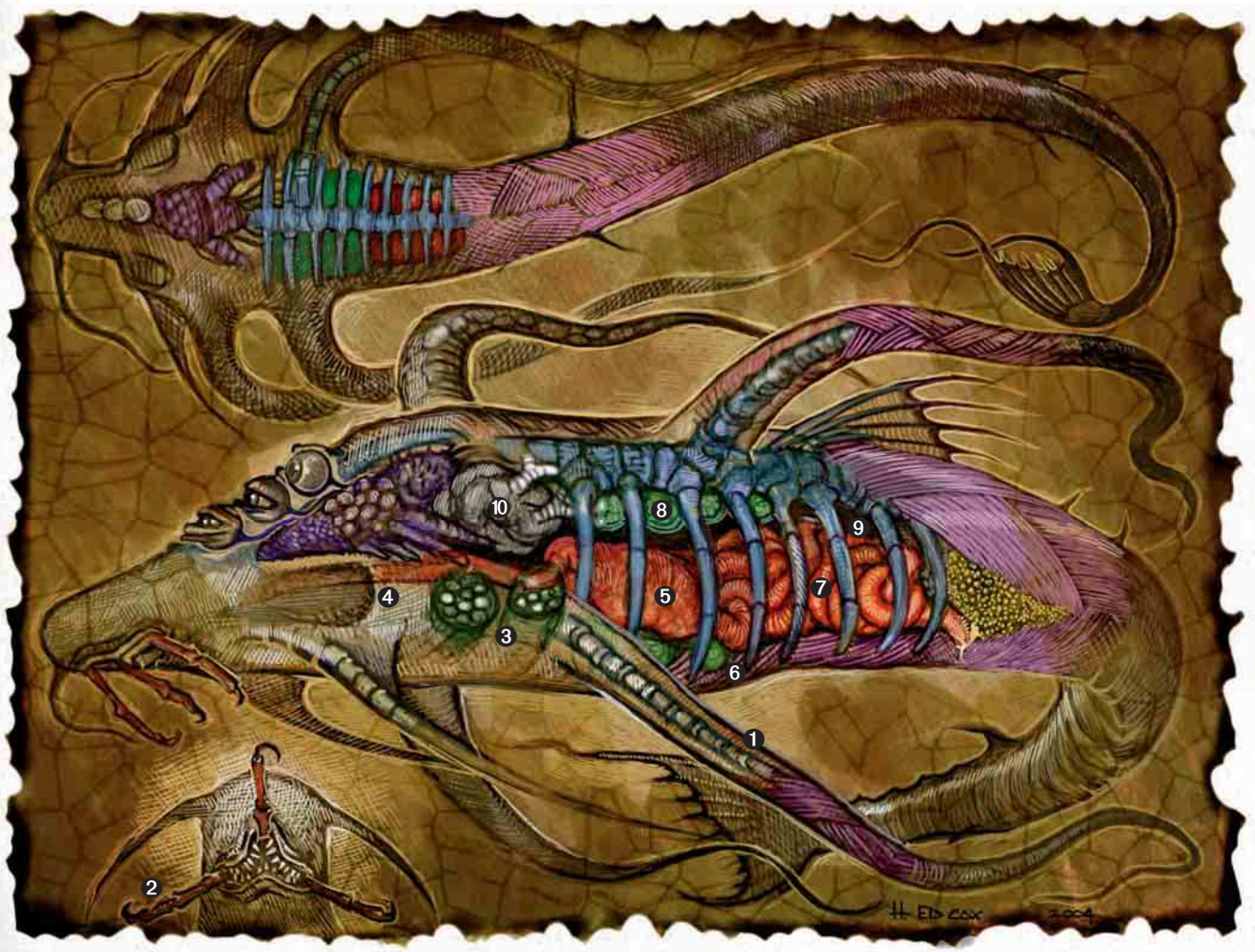

The aboleth revealed (numbers keyed to text references)

have a highly developed sense of taste nonetheless. The most sensitive parts of an aboleth's body are its tentacles and the tip of its tail (where its reproductive organs are located).

Skin

An aboleth's hide is actually a thick layer of multiple membranes too solid to be called mucus and too runny to be called skin. The membrane layer acts like soggy rubber when manipulated, capable of stretching out to great lengths but returning to its original shape when released. The material is far tougher than skin and is quite difficult to cut or pierce, affording excellent natural armor when buttressed by the creature's skeleton. To casual observation, the membranous "skin" seems to be a dark, nauseating green, but on closer inspection, a rainbow of faint colors can be seen dancing across and under its surface. These flashes of prismatic light are no mere figments; they are the latent energies the creature uses to manifest its amazing psionic powers.

When the layer of membranes dries, it becomes rough, leathery, and completely waterproof. This seals essential moisture inside the aboleth but the drying process is excruciatingly painful and debilitating to the creature. An aboleth's membranes dry quite rapidly once the creature is out of water; under such conditions, it takes 2 points of Dexterity damage per hour (to a minimum Dexterity of 1). This damage can be cured by magic or by immersion in water (which cures all damage and rehydrates the membranes at the rate of 2 points of Dexterity per minute).

An aboleth whose membranes remain dry does not die. It merely enters a state of suspended animation similar to sleep, except that the creature remains aware of its surroundings. It can hear and see, but cannot detect odors or feel tactile sensations. The creature's natural armor gains a bonus of +6 (which offsets the loss of Dexterity), and it gains damage reduction 5/adamantine. It retains the ability to think and observe, but it can take no actions, not even purely mental actions. Inside, it remains moist and functional; an aboleth in this state that is badly cut or pierced leaks and quickly bleeds to death. Left undisturbed, though, it can remain in this state forever. This is known to aboleths as the "long dreaming" and is considered a fate far worse than death.

INTERNAL ANATOMY

Unlike other aberrations, an aboleth's internal organs are fairly analogous to those found in more natural creatures—in their case, fish. Despite these similarities, certain aspects of the aboleth's innards defy logic and explanation.

Skeletal System

The creature's skeletal system is perhaps the simplest of its internal organs. Fully a third of the creature's skeleton consists of its massive skull, a huge shape that extends from the front where its three jawbones (which allow for its triangular mouth) come together down to the midpoint of its back. Extending back from the skull is the spinal cord, a wide set of interlocking bones with incredible flexibility; an aboleth can coil up like a snake if it wishes. Descending from either side are numerous long ribs, each independently articulated and connected on the beast's underside to a large, flat bone that protects its stomach and other internal organs from attacks and damage. The ribs vanish as the tail begins. The tail is supported by a long extension of the spinal cord. The creature's fins contain no bones and are supported by thick sets of cartilaginous spines.

Digestive System

An aboleth's digestive system is straightforward as well, consisting of a mouth, an esophagus, a particularly large stomach, and coils of intestines. The creature's teeth are small but numerous, and they extend all the way down its esophagus (4) to the stomach (5). An aboleth takes several minutes to swallow food, and such morsels are slashed and torn by the tiny teeth the entire way. Food reaches the stomach as a slurry.

The stomach breaks the food down further and siphons off a certain portion to a long, flat organ wedged between the stomach and the lower ribcage. This organ is part of the respiratory system and is known as the milathast (6). The actual process of extracting nutrition from food occurs in an aboleth's intestines (7). The creature can digest flesh, bone, and vegetable matter with equal ease; other materials are either not swallowed in the first place or passed through the intestinal tract with great pain.

Respiratory System

While it is commonly believed that aboleths breathe water, they do not. They possess neither lungs nor gills, yet they still must process something to provide their blood and bodies with energy. Whatever it is that aboleths breathe, it is found only in the clear, runny mucus that they constantly produce.

This mucus is generated in the creature's milathast, the closest organ an aboleth has to a lung. The milathast draws in water from the numerous ventral orifices on the creature's body, mixes it with material siphoned from the creature's stomach, and squirts the resulting mess back outside the body, where it interacts with the surrounding water to create a thick cloud of mucus that the creature can then breathe.

An organ similar to the milathast is located above the creature's stomach, nestled between its two hearts. This organ, the nilthast (8), converts liquid mucus into a foul-smelling gas. By regulating the amount of mucus and gas in this bladder-like organ, an aboleth can quickly gain or lose buoyancy, and thus more easily navigate vertical changes in direction while swimming. The gases generated here are also used to assist respiration when the monster is not in water.

Circulatory System

The most interesting aspect of an aboleth's circulatory system is that it has two hearts. The primary heart (9) is located just above the intestines in the creature's lower back. This organ

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A typical aboleth brain (numbers keyed to text references)

pumps blood throughout the body and maintains blood pressure, just as a normal heart does. This heart is connected to the secondary heart (10) via a large artery and a large vein; the artery passes through the creature's nilthast, where it meets the respiratory system. The second heart provides blood to the aboleth's immense brain and seems to vitalize the blood with a mysterious chemical or enzyme that only the brain needs. Aboleth blood comes in two colors; the blood that fuels its body is bright red, while the blood that flows from the secondary heart to the brain is deep purple, almost black, in color.

Reproductive System

Aboleths have both male and female reproductive organs. To an aboleth, reproduction is a deeply personal process that should happen in isolation. An aboleth is typically seized with the urge to lay eggs once every five years, at which time it retreats to an area of solitude. It lays 1d3 eggs at a time, quickly encases the eggs in mucus, and fertilizes the surrounding water with a jet of fluid emitted from between the flukes of its tail. This fluid clings to the mucus, seeping into it and fertilizing the eggs within while making the entire mass fairly cohesive and solid as a whole. An aboleth usually cements the egg mass to a stone wall or floor, but if none are available, it allows the egg mass to float free in the water.

Central Nervous System

The most highly developed of an aboleth's organs is its central nervous system—in particular, its brain. An aboleth's brain is a massive structure that accounts for nearly one-fifth of the creature's body mass. The brain is various shades of purple and looks somewhat similar in shape to an aboleth without its long tail.

The brain consists of five major sections, each of which is discussed below.

Frontal Lobe (1): Located at the front of the brain, this cone-shaped lobe is pale purple and covered with thousands of tiny, hornlike protrusions. This lobe has two primary functions. First, it generates an aboleth's powerful enslaving mental attack. Second, it functions as a telepathic core that enables the creature to converse with its enslaved minions, while preventing the minions from sensing anything in the aboleth's mind but its unyielding domination and control.

Primary Lobe (2): The primary lobe is located directly behind the frontal lobe and above the ventral lobe. It is here that an aboleth's primary brain functions occur: thought, logic, intelligence, reason, and everything else that brains make possible in other creatures. The creature's three optic nerves attach to this portion of the brain.

Ventral Lobe (3): Although the ventral lobe looks like four separate tentacle-shaped lobes radiating out from below the primary lobe, it is in fact a single lobe, connected on the underside of the brain. The four arms of the lobe are striped with alternating bands of dark and light purple, and they store the memories an aboleth has created for itself and the racial memories it gained at birth. These arms continue to grow as an aboleth ages, and in the eldest savants, the arms of the ventral lobe can reach all the way back to the base of the tail. Where these arms extend out of the skull, they are surrounded by a tough but flexible sheath of tissue. The lobe itself is nearly as strong as bone while remaining as flexible as the creature's tentacles.

Dorsal Lobe (4): While the ventral lobe might be the largest portion of an aboleth's brain, the dorsal lobe is easily the most visually stunning. Located behind the primary lobe, it consists of a writhing mass of purple tendrils with tips that flash and pulse with multicolored light. The light arcs and dances from one tendril to the other, representing the vast stores of psionic and magical energy at an aboleth's command. This energy is apparently generated by the dorsal lobe and focused by the primary lobe to create the numerous illusions that aboleths are notorious for using.

Rear Lobe (5): This is the smallest lobe, consisting of six long, tendril-shaped extensions connected to a central spherical hub at the farthest section of the dorsal lobe. This portion of the brain takes care of the body's autonomic functions, such as breathing, circulation, digestion, and the like.

AN ABOLETH'S MIND

Those who have had mental contact with an aboleth's mind tell of a powerful and alien intellect both vast in size and horrifying in scope. If a human's mind can be said to be analogous to a river, traveling through diverse lands and touching numerous points of the world, then an aboleth's mind is the ocean—a vast, seemingly endless primal source into which all rivers must eventually pour.

Most amazing is an aboleth's vast racial memory. While one aboleth has no direct access to the personal memories of any other, its own memories are handed down completely intact through the generations. A pair of aboleths can easily determine how they are related if they examine their memories far enough into the past.

Aboleth memories are legion and predate those of all other races. Mere access to such a vast wealth of memories would quickly and irrevocably drive human minds insane, but aboleths do not have human minds. It takes time for them to retrieve specific bits of information from their memories; aboleths take great enjoyment from simply wading through their racial memories and can spend years observing just the memories of one or two ancestors.

Scholars and clerics find it profoundly disturbing that these memories extend back further than most creation myths. They argue that the so-called memories are nothing more than aboleth lies, or an exaggeration spread by humanoids who can't fully understand the aberrant mind. The aboleths themselves don't flaunt their racial memories, which some observers interpret as evidence that such memories do exist. In any case, it is indisputable that the aboleths as a race are old beyond reckoning.

ABOLETH LIFE

Aboleths are born completely cognizant and mature, their minds instantly absorbing and assimilating the knowledge and memories of their parent. They do not go through any period of childhood per se, but they are still physically quite weak and helpless for several years after hatching. As it grows, a young aboleth remains close to its parent for approximately ten years, obeying the parent completely and without question for this period. After reaching maturity at age ten, a fully grown aboleth has finally developed all of its psionic powers and enslave abilities, and is ready to head off on its own.

Aboleths continue to grow in size, albeit at a much slower rate, as they age. This growth continues until the creature reaches a Gargantuan size and a length of about 40 feet. Technically, the creature keeps growing after this point, but its physical growth slows to such an extent that it can be measured only on a geologic scale.

Nevertheless, it is distinctly possible that larger aboleths with far more than 24 racial Hit Dice exist, since barring death from disease or violence, aboleths are effectively immortal. Their minds and bodies remain as completely formed at age ten as they are at age ten thousand and beyond. For this reason, they do not gain penalties or bonuses to their ability scores as they age; all that expands in aboleths' minds as they grow older are their memories.

Aboleths, as a rule, are not religious. They distinctly remember life before the arrival of the deities and feel no need to prostrate themselves before creatures that are relatively new to the world, no matter how admittedly powerful such creatures might be. As a result, aboleths have no real concept of anything like an afterlife, and thus have no rituals for the dead. Aboleths believe that any of their fellows that die committed some kind of error that led to their demise. At best, they are considered sustenance to feed upon, and at worst, a rotting testimony to failure, barely worthy of the energy it takes to dispose of the carcass. A dead aboleth is left for the creature's minions to handle; aboleths have no graveyards, for to build a graveyard is to admit mortality.

ABOLETH BITES

Although an aboleth's mouth is relatively small, it can still deliver a nasty bite. An aboleth's bite attack is considered an unarmed strike, not a natural attack, and without the Improved Unarmed Strike feat, it provokes attacks of opportunity. Likewise, the act of extruding its feeding stalks and rearing back to bite is a clumsy move for most aboleths, so a bite attack is a full-round action. An aboleth can't attack with its tentacles at the same time as it bites.

On a successful hit, an aboleth's bite deals 1d4 points of damage, plus half its Strength bonus.

THE ABOLETH DIET

Although aboleths can subsist by filtering microscopic organisms out of the surrounding water, they view this practice as something done in desperation only. Aboleths are carnivorous and enjoy feeding on a wide variety of flesh. They are fond of fish, squid, octopus, whale, and jellyfish, but their favorite foods are those found only on land. The flesh of humanoids—especially that of humans and gnomes (svirfneblin in particular)—is considered a delicacy. Aboleths find the flesh of creatures transformed by their tentacle slime to be the most delectable and easy to digest, so they take pains to make sure food is properly "seasoned" before feeding.

Despite its great size, an aboleth need not eat much to subsist. Its stomach and intestines are so fantastically efficient that a typical Medium creature can nourish an aboleth for a month. Aboleths might brand their slaves by eating nonessential portions of them, or simply select their least efficient slave when it's time for a meal.

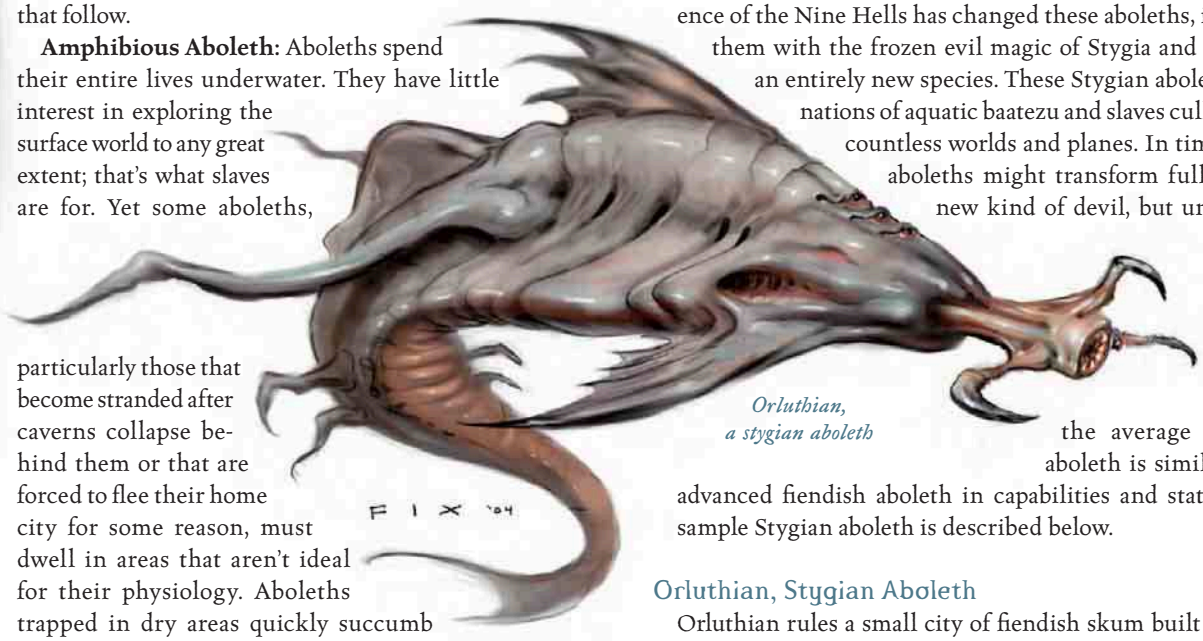
As an unusual aspect of an aboleth's dietary process, it gains flashes of memory and emotion from the body of the creature being eaten. These flashes come at random times and are little more than partial memories or powerful emotions. An aboleth regards them as the height of the culinary experience.

ABOLETH VARIANTS

Although the aboleths have existed for untold eons, the shape and function of their bodies has not evolved as much as one would suspect over time. This might be due to the fact that their racial memories somehow serve to stagnate their development by encouraging them to conform to the past. Or it might be simply that their current form represents the pinnacle of perfection for their kind, and that any further adaptation or evolution would be nothing more than regression.

Yet a few alternative forms of aboleths exist, having arisen as the creatures expanded into new terrains and were forced to change as a result. For the most part, these variant aboleths are statistically quite similar to the standard aboleth presented in the *Monster Manual*; changes are indicated in the paragraphs that follow.

Amphibious Aboleth: Aboleths spend their entire lives underwater. They have little interest in exploring the surface world to any great extent; that's what slaves are for. Yet some aboleths, particularly those that become stranded after caverns collapse behind them or that are forced to flee their home city for some reason, must dwell in areas that aren't ideal for their physiology. Aboleths trapped in dry areas quickly succumb to the long dreaming, but those stuck in areas with at least some water, such as in a large swamp or fen, can adapt over time. These amphibious aboleths are identical to their aquatic kin, except that their land speed increases to 20 feet, their swim speed decreases to 40 feet, and they gain the amphibious special quality (meaning they can breathe air as well as water). They can survive indefinitely on land, and they dry out and succumb to the long dreaming only if they take enough nonlethal damage from thirst or starvation to be rendered unconscious.



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Orluthian, a stygian aboleth

Uobilyth (Aerial Aboleth): The most exotic and unusual aboleth variant is the reclusive uobilyth or "aerial aboleth," as they are known to the few who have encountered them. An uobilyth looks similar to an aboleth in shape except that its tail has no flukes and its coloration is a deeper green-blue. Uobilyths do not have the aquatic subtype or a swim speed. They gain the air subtype and a fly speed of 60 feet (good). An uobilyth's ability to fly is a supernatural ability.

Uobilyths are never lawfully aligned; most are neutral evil or even chaotic evil. Solitary creatures, they are content to dwell in the high clouds alone with their unknowable thoughts, and they seldom take slaves. The creatures dwell miles above the ground, rarely at an altitude of less than 3 miles and usually at a height of 3 to 6 miles. They make their homes inside vast, perpetual clouds filled with dense moisture and maintained by their ancient magic. How the uobilyths came to dwell in the distant reaches of the skies is unknown, but it likely has something to do with their intrinsic rejection of the traditions of aboleth history and society.

Stygian Aboleth: Eons ago, a large city of exceptionally gargantuan aboleths managed an amazing feat of magic and transported an entire world of slaves and minions from the Material Plane to the Nine Hells; they arrived on the layer known as Stygia and flourished. Since that time, the influence of the Nine Hells has changed these aboleths, infusing them with the frozen evil magic of Stygia and creating an entirely new species. These Stygian aboleths rule nations of aquatic baatezu and slaves culled from countless worlds and planes. In time, these aboleths might transform fully into a new kind of devil, but until then the average Stygian aboleth is similar to an advanced fiendish aboleth in capabilities and statistics. A sample Stygian aboleth is described below.

Orluthian, Stygian Aboleth

Orluthian rules a small city of fiendish skum built into the underside of an iceberg located in a remote corner of Stygia. There, it plots the construction of specialized vortex portals that can reach across the dimensions to manifest in Material Plane oceans. It is from the ships and victims pulled through these vortices that Orluthian gathers the raw materials it needs to further its experiments to learn why humanoids are suddenly so common among the worlds.

Orluthian: Stygian aboleth; CR 15; Gargantuan aberration (aquatic, cold); HD 24d8+168; hp 276; Init +1; Spd 10 ft., swim 60 ft.; AC 18, touch 7, flat-footed 17; Base Atk +18; Grp +42; Atk +26 melee (3d6+12 plus slime, tentacle); Full Atk +26 melee (3d6+12 plus slime, 4 tentacles) and +22 melee (2d8+6, bite); Space/Reach 20 ft./15 ft. (20 ft. with bite); SA enslave, psionics, slime, smite good 1/day; SQ damage reduction 10/magic, darkvision 60 ft., immunity to cold, mucus cloud, spell resistance 25, vulnerability to fire; AL LE; SV Fort +15, Ref +11, Will +19; Str 34, Dex 12, Con 24, Int 15, Wis 17, Cha 17.

Skills and Feats: Concentration +34, Knowledge (the planes) +29, Listen +30, Spot +30, Swim +20; Ability Focus (enslave), Ability Focus (slime), Combat Casting, Improved Natural

Table 2–1: The Savant Aboleth **Hit Die: d8**

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spellcasting
1st	+0	+2	+0	+2	Glyph mastery, ossification +2	+1 level of existing arcane spellcasting class
2nd	+1	+3	+0	+3	Enlarged enslave, recrudescent memories	+1 level of existing arcane spellcasting class
3rd	+2	+3	+1	+3	Greater glyph, ossification +4	+1 level of existing arcane spellcasting class
4th	+3	+4	+1	+4	Recrudescent memories, true enslave	+1 level of existing arcane spellcasting class
5th	+3	+4	+1	+4	Elder glyph, ossification +6	+1 level of existing arcane spellcasting class

Class Skills (6 + Int modifier per level): Appraise, Bluff, Concentration, Craft, Decipher Script, Forgery, Gather Information, Intimidate, Knowledge (all skills, taken individually), Listen, Search, Sense Motive, Speak Language, Spellcraft, Spot, Swim, and Use Magic Device.

Attack (tentacle), Iron Will, Lightning Reflexes, Powerful Bite†, Reach Bite†, Weapon Focus (bite).

† New feats described on page 23.

Languages: Aboleth, Aquan, Undercommon, Common, Infernal.

Enslave (Su): Orluthian's enslave special attack can be resisted on a DC 27 Will save.

Slime (Ex): Orluthian's slime special attack can be resisted with a DC 31 Fortitude save.

Smite Good (Su): Once per day, Orluthian can make a normal melee attack to deal an extra 20 points of damage against a good foe.

Mucus Cloud (Ex): The effect of Orluthian's mucus cloud can be resisted with a DC 29 Fortitude save.

SAVANT ABOLETH PRESTIGE CLASS

Aboleths are powerfully strong creatures, but they do not value physical strength in their leaders. Rather, they look to the eldest, the most intelligent, the wisest, and the most forceful of personality to lead them. In short, they look to the savant aboleths.

Savant aboleths are highly arrogant creatures. They organize and run aboleth society, rarely leaving the boundaries of their chosen city except to trade information or to train a new savant in the ways of the glyph. Savants lust for magical lore and bend all of their city's resources to the acquisition of new magic—in particular, the capture of new slaves with the ability to cast arcane spells.

ELDER GLYPH OF WARDING

Abjuration
Level: Cleric 9

This spell functions like *glyph of warding,* except that an *elder blast glyph* deals 1d8 points of damage per caster level (maximum of 30d8), and an *elder spell glyph* can store a spell of 9th level or lower.

Material Component: You trace the *elder glyph* with incense, which first must be sprinkled with powdered diamond worth at least 1,000 gp.

Entry Requirements

Race: Aboleth.
Feats: Ability Focus (enslave), Ability Focus (slime), Craft Aboleth Glyph, Quickslime.
Spells: Ability to cast 3rd-level arcane spells.

CLASS FEATURES

All the following are class features of the savant aboleth prestige class.

Spellcasting: At each level, a savant aboleth gains new spells per day as if it had also gained a level in an arcane spellcasting class it belonged to before adding the prestige class. It does not, however, gain any other benefit a character of that class would have gained, except for an increased effective level of spellcasting. If an aboleth had more than one arcane spellcasting class before becoming a savant, it must decide to which class it adds the new level for the purpose of determining spells per day.

Glyph Mastery (Sp): At 1st level, a savant aboleth has mastered the ancient craft of the aboleth glyph. When a savant aboleth creates an aboleth glyph, multiply the base cost of the glyph by 75% to determine its cost in XP and raw materials.

Additionally, a savant aboleth gains the ability to cast *glyph of warding* as a spell-like ability a number of times each day equal to its savant aboleth level. Each use of this spell-like ability costs 200 gp in raw materials (rare inks, crushed shells, and powdered gemstones). Alternatively, a savant aboleth can expend 8 XP instead of spending the 200 gp.

Although this ability mimics a divine spell, this spell-like ability uses arcane magic.

Ossification (Ex): As a savant aboleth grows more powerful, its body begins to transform and become more heavily armored. Ridges of bone form atop its skull and run down its spine, eventually encasing the savant aboleth's brain and back in thick natural armor. A savant aboleth's natural armor bonus improves by 2 points at 1st level, 3rd level, and 5th level.

Enlarged Enslave (Su): Beginning at 2nd level, the range of a savant aboleth's enslave special attack is doubled from 30 feet to 60 feet.

Recrudescent Memories (Ex): At 2nd level, a savant aboleth's memories surface in a sudden blast of forgotten

and hidden knowledge. The memories quickly return to the hidden depths of the aboleth's mind, but the flash of insight is enough to infuse the creature's mind with a powerful rush of inspiration and spontaneous evolution. The aboleth can increase its Intelligence, Wisdom, or Charisma score by 2 points. This is a permanent, untyped bonus, similar to those gained by advancing four character levels.

At 4th level, a savant aboleth's memories flare again, and it can increase its Intelligence, Wisdom, or Charisma score by 2 points.

Greater Glyph (Sp): Starting at 3rd level, a savant aboleth's *glyph of warding* spell-like ability improves and becomes a *greater glyph of warding* spell-like ability. It must expend raw materials worth 400 gp (or 16 XP) each time it uses this spell-like ability. A savant aboleth can voluntarily underpower this spell-like ability to cast a *glyph of warding* instead.

True Enslave (Su): Beginning at 4th level, a savant aboleth's enslave ability grows much more powerful. An enslaved creature can no longer make a new Will saving throw each day to break free from the enslavement; the condition is permanent until successfully dispelled. Additionally, the enslavement lasts no matter how far the savant aboleth moves from its slave. Slaves on a different plane remain enslaved, but the savant aboleth cannot communicate with them telepathically until they return to the same plane.

Elder Glyph (Sp): At 5th level, a savant aboleth's *greater glyph of warding* spell-like ability improves and becomes an *elder glyph of warding* spell-like ability (see below). It must expend raw materials worth 1,000 gp (or 40 XP) each time it uses this spell-like ability. A savant aboleth can voluntarily underpower this spell-like ability to duplicate either a *glyph of warding* or a *greater glyph of warding* instead.

ABOLETH FEATS

Although aboleths have no doubt discovered and developed countless specialized and unique feats during their millions of years of existence in the sunken realms of the world, those aboleths that come into contact with other races favor a fairly small number of unique feats. These feats are detailed below.

Craft Aboleth Glyph [Item Creation]

An aboleth with this feat can create magic glyphs that store spells or have specialized effects of their own.

Prerequisites: Aboleth, caster level 5th.

Benefit: The creature can create a permanent *glyph of warding* effect that automatically recharges and replenishes its own energy after a short period of inactivity after it is triggered. Crafting an aboleth glyph takes one day for each 1,000 gp in its base price. The base price of an aboleth glyph is its caster level
spell level 1,000 gp. To create the glyph, the creature must spend 1/25 of the base price in XP and use up raw materials costing one-half of the base price.

A newly created glyph functions exactly as if the creature had cast *glyph of warding* on the affected area, except that the glyph automatically reappears 1 minute after it is discharged. Similarly, if the glyph is dispelled, it reforms as good as new 1 minute later. An aboleth glyph can be destroyed only in the same manner that a magic item can be destroyed—*Mordenkainen's disjunction*, physical destruction of the glyph, and so on.

Alternatively, the aboleth can create a master glyph. Each master glyph is a unique glyph with specific effects and base costs; several sample master glyphs are detailed later in this chapter.

Death Frenzy

When an aboleth takes this feat, its sense of immortality rebels against the very concept of death. If threatened with death, the creature becomes frenzied with speed and fury.

Prerequisites: Aboleth, Diehard, Endurance.

Benefit: If the aboleth is reduced to fewer hit points than its total Hit Dice, it automatically enters a death frenzy. Entering this state is an immediate action; the aboleth can enter a death frenzy even when it's not its turn. While in a death frenzy, the aboleth cannot cast spells, use spell-like abilities, or use supernatural special attacks.

When an aboleth enters a death frenzy, it gains a +4 morale bonus to its Strength and Dexterity, and the threat range for all its natural attacks doubles. When it makes a full attack, it can make one additional attack each round at its highest base attack bonus. Its land speed increases by 10 feet, and its swim speed increases by 20 feet. Finally, it gains fast healing 2.

A death frenzy lasts until the creature is killed or until its hit points rise enough to equal or exceed its total number of Hit Dice. Upon emerging from a death frenzy, the creature immediately takes 1d4 points of Strength damage.

Enlarge Mucus Cloud

An aboleth with this feat can extend its mucus cloud into a wider area.

Prerequisites: Aboleth, Con 20.

Benefit: The aboleth's mucus cloud extends to fill an area equal to its natural reach (a 10-foot radius for most aboleths).

Normal: The aboleth's mucus cloud has a radius of only 1 foot.

Special: On land, the aboleth's mucus cloud becomes a mucus puddle of an equal radius. The mucus can affect other beings in contact with the puddle (including any that move through it using their base land speed), but beings that jump or fly over it, or otherwise avoid the puddle, are safe.

Memory Eater

An aboleth with this feat is particularly adept at extracting memories and knowledge from the bodies of those it consumes.

Prerequisites: Aboleth, Cha 21.

Benefit: The aboleth processes and remembers countless memories of those it has eaten. It can make untrained skill

checks in any skill, including those in which it has no ranks and that normally cannot be used untrained.

Normal: Aboleths receive only random flashes of memory that quickly fade while eating the flesh of an intelligent creature.

Powerful Bite

An aboleth with this feat develops jaws that are much more muscular than normal, allowing it to bite more efficiently.

Prerequisites: Aboleth, Str 28, Weapon Focus (bite).

Benefit: An aboleth with this feat gains a natural bite attack that deals 2d6 points of damage plus half its Strength modifier. If the aboleth makes a full attack, this bite attack is a secondary attack and is made with a –5 penalty on the attack roll.

Normal: The aboleth's bite attack is an unarmed strike that takes a full-round action to use and deals 1d4 points of damage on a hit.

Quickslime

The slime attack of an aboleth with this feat is particularly fast and difficult to resist.

Prerequisites: Aboleth, Ability Focus (slime).

Benefit: The save DC of the creature's slime attack gains a +2 bonus; this stacks with the bonus granted by the Ability Focus (slime) feat. Further, the transformation process takes only 1d4+1 rounds to affect the victim's skin.

Normal: The transformation process takes 1d4+1 minutes.

Reach Bite

An aboleth with this feat can extend its jaws and esophagus out from its body to make attacks beyond its normal reach.

Prerequisites: Aboleth, Str 28, Powerful Bite, Weapon Focus (bite).

Benefit: The creature's reach with its bite attack extends by an additional 5 feet.

Normal: The creature's bite attack has a reach equal to its standard reach (10 feet for most aboleths).

Glyph of slave's glory *Glyph of law*

Glyph of the deep *Glyph of the slime curse*

Thicken Mucus

An aboleth with this feat can produce mucus that is thicker than normal, and other creatures find it difficult to swim through.

Prerequisites: Aboleth, Con 22, Enlarge Mucus Cloud.

Benefit: Creatures within range of the mucus cloud have their swim speed reduced by half if they start their movement in the cloud. Additionally, all creatures in melee with this aboleth take a –1 penalty on attack rolls, Armor Class, and Reflex saving throws.

Aboleths, skum, and creatures transformed by an aboleth's slime attack are unaffected by Thicken Mucus and can move through the cloud without penalty.

Special: When on land, this ability affects only nonaboleth (or nontransformed creatures) that walk through the mucus puddle. The land speed of these creatures is reduced by half, and their swim speed is not affected. Flying creatures are not affected.

Freedom of movement negates these penalties.

Toxic Mucus

An aboleth with this feat can produce mucus that is poisonous to other creatures.

Prerequisites: Aboleth, Con 22, Enlarge Mucus Cloud, Thicken Mucus.

Benefit: Any creature that comes in contact with the mucus cloud becomes poisoned. The creature must make a successful Fortitude save (DC 10 + half the aboleth's Hit Dice + Con modifier) or take 1d4 points of Dexterity damage. One minute later, the creature must save again against the same DC or take another 1d4 points of Dexterity damage. Creatures that remain in the mucus cloud for multiple rounds must make additional saving throws each round.

Aboleths, skum, and creatures transformed by an aboleth's slime attack are immune to the effect of Toxic Mucus and can move through the cloud without penalty.

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Special: When on land, this ability affects only nonaboleth (or nontransformed creatures) that walk through the mucus puddle; flying creatures are not affected.

An aboleth must replenish its mucus constantly to maintain the poisonous qualities. Samples taken from the aboleth retain their toxic qualities for only 1 minute.

ABOLETH MAGIC

Aboleths constantly search for new magic items, finding them to be among the few objects that lesser races are any good at producing. An aboleth that enslaves a spellcasting creature that has Item Creation feats finds itself the owner of a potent commodity. A slave who can create new magic items is perhaps the most valued of resources in an aboleth city and is rented out to other aboleths for extensive payments of additional slaves or favors.

Aside from specialized glyphs, aboleth spellcasters also spend their resources on creating new magic items for themselves. Although only a rare few aboleths take levels in divine spellcasting classes, they have no compunction against utilizing magic items created by divine magic.

An aboleth's tentacles can wield objects like wands, staffs, rods, and other held magic items. An aboleth can even wield magic weapons, although most prefer to use their tentacle attacks in combat because they are not naturally proficient with any form of weapon. Additionally, an aboleth that wields a weapon in one tentacle must make any other tentacle attacks as secondary attacks (at the standard –5 penalty). It can wield multiple weapons in its tentacles if it takes the Multiweapon Fighting feat; otherwise, the penalties it suffers for using more than one weapon are severe.

Although an aboleth could theoretically wear armor, the armor would have to be sized and built to conform to the creature's body shape. Additionally, the fact that armor check penalties count double against Swim checks means that aboleths find the prospect of wearing armor illogical and self-defeating. Armor is thought of as something that lesser races wear in a futile attempt to protect themselves from a dangerous world in which they should not rightfully exist.

Due to their unusual anatomy, aboleths use magic items differently than humanoid-shaped creatures do. An aboleth can wear:

- One headband or phylactery on a tentacle.
- One pair of eye lenses or goggles on or over one eye. Because aboleth eyes are considerably larger than human eyes, one eye can hold both lenses of a pair without having to stack them.
- One belt, cloak, cape, or mantle about the tail just behind the flukes.
- One amulet, brooch, medallion, necklace, periapt, or scarab embedded in the slimy flesh on top of its head.
- Two pairs of bracers or bracelets on two pairs of tentacles.
- Up to three rings on the ends of its tentacles.

Aboleths cannot wear hats, helmets, vests, vestments, shirts, robes, gloves, gauntlets, boots, or shoes.

MASTER GLYPHS

Aboleths that learn the Craft Aboleth Glyph feat can use their knowledge of magic to create powerful magic glyphs. Most of these glyphs merely duplicate the effect of a *glyph of warding* spell. Aboleths that have the knowledge and power can learn to craft much more potent, powerful glyphs known as master glyphs. Each master glyph is a unique glyph with specific effects. Several sample master glyphs are detailed here; you can use these master glyphs as guidelines for creating new master glyphs.

Master glyphs affect a creature upon its initial entry into the glyph's range. Beneficial glyphs apply their effects immediately. Hostile glyphs typically grant a saving throw to negate or reduce their effects; in this case, a creature need only make the save upon entering the glyph's range. The effect of a glyph ends

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PSIONIC ABOLETHS

This chapter assumes that you utilize the version of the aboleth from the *Monster Manual*. If you have the *Expanded Psionics Handbook,* you should instead use the psionic aboleth variant detailed there. This version of the aboleth is identical to the one presented in the *Monster Manual,* except that it does not possess the same spell-like abilities or the enslave ability. It instead possesses a large array of similar psi-like abilities, including *psionic dominate*.

If you wish to use psionic aboleths in your campaign, you can do so with a few adjustments to the rules in this chapter. In particular, you should make the following minor adjustments to the new rules introduced in this book:

The savant aboleth monster prestige class no longer has an entry requirement of "ability to cast 3rd-level arcane spells." Rather, it must be able to manifest 3rd-level psionic powers as a psion or wilder.

A savant aboleth does not gain new spells per day as it gains levels. Instead, it gains increased power points and access to new powers as if it had gained a level in whatever manifesting class it belonged to before it added the prestige class.

A savant aboleth's spell-like ability to cast the various *glyph* spells is now a psi-like ability that duplicates the effect of the spell in question.

A 2nd-level savant aboleth's *psionic dominate* psi-like ability is now enhanced as if by the Enlarge Power metapsionic feat for free; the savant need not expend its psionic focus to use the Enlarged *psionic dominate* psi-like ability.

The Craft Aboleth Glyph feat requires the aboleth to be at least a 5th-level manifester rather than a 5th-level spellcaster. Likewise, the glyphs created by this feat are considered to be psionic in nature, not arcane magic; this includes all master glyphs.

immediately after a creature leaves the glyph's area of effect, but the creature must make a new saving throw immediately upon reentering the glyph's range.

The effects of multiple master glyphs do not stack. In a case where more than one master glyph would have an effect on a specific area, the master glyph with the highest caster level suppresses the other glyphs. In the case of multiple glyphs of the same caster level overlapping, the most recently created glyph suppresses the older glyphs. A master glyph always suppresses the effect of a *glyph of warding*, *greater glyph of warding*, or elder *glyph of warding*.

Glyph of the Deep: Any air-breathing creature that approaches within 20 feet of this glyph must make a DC 19 Fortitude save to avoid having its lungs instantly fill with water. A creature whose lungs fill with water immediately begins to drown. On the first round, its hit points drop to 0, and it falls unconscious. On the following round, its hit points drop to –1, and on the third round, it dies. Any effect that returns a drowning character to positive hit points wakens the creature and allows it to cough up the water in its lungs. Otherwise, only a DC 15 Heal check can empty the creature's lungs of water and save it from a watery death.

An aboleth city is the stuff of nightmares

Strong conjuration; CL 15th; Craft Aboleth Glyph, *control water*; Price 120,000 gp.

Glyph of Enfeeblement: All nonaboleths within 20 feet of this glyph are weakened and debilitated, and take a –6 penalty to Strength, Dexterity, and Constitution. The effect of this glyph persists for 1d4 rounds after a creature exits the area of effect. A successful DC 16 Will save negates the effect completely.

Moderate necromancy; CL 9th; Craft Aboleth Glyph, *bestow curse*; Price 72,000 gp.

Glyph of Extension: Any aboleth within 20 feet of this glyph doubles the range of its enslave special attack.

Moderate transmutation; CL 9th; Craft Aboleth Glyph, *eagle's splendor*; Price 20,000 gp.

Glyph of Law: All nonlawful creatures within 30 feet of this glyph become nervous and unsure of their abilities. These creatures take a –1 penalty on attack rolls, weapon damage rolls, and saving throws. This effect cannot be resisted with a saving throw.

Moderate abjuration; CL 9th; Craft Aboleth Glyph, *magic circle against law*; Price 30,000 gp.

Glyph of Slave's Glory: All creatures within 30 feet of this glyph and currently under the effect of an aboleth's enslave ability are filled with feelings of pride for and loyalty to their aboleth masters. The creatures gain a +2 morale bonus on Strength, Constitution, and Will saving throws. If a slave attacks another aboleth while within the area of this glyph, he takes 10d6 points of force damage (DC 16 Reflex save for half) and immediately loses all benefits of the glyph until he leaves the area and reenters it.

Moderate transmutation; CL 9th; Craft Aboleth Glyph, *rage*; Price 40,000 gp.

Glyph of the Slime Curse: Within 30 feet of this glyph, any saving throws against an aboleth's slime special attack are made with a –4 penalty. A failed save indicates that transformation occurs in a single round.

Moderate transmutation; CL 9th; Craft Aboleth Glyph; Price 25,000 gp.

THE NIGHTMARE OUT OF TIME

Aboleths are characterized by their ancient nature. They remember the rise and fall of countless nations, the foundation of the first religions, the formation of mountain ranges, and the creation of the seas themselves. They have had more time to build their empires than any other race; these empires rise and fall on a geologic scale through the eons. They are primal forces, unknowable to anything but their own kind.

There can be no accounting of the history of the aboleth race. The creatures have existed for millions of years, and any chronicle of their history with even a small level of detail would require a tome thousands of pages in length. Still, despite its age, the aboleth race follows certain inexorable trends, just as the life and death of mountains and oceans follows a cyclic path.

To understand the source of the aboleth race, one must first realize that other entities existed long before even the aboleths themselves. Their goals and desires were alien and unknowable to humankind. Yet they did exist, in the spaces between reality and possibility. Modern sages theorize that these creatures might be the primal source of the dimension known as the Far Realm, while others argue that their presence only enabled the existence of this dimension, and that the Far Realm is but one of a myriad of their workings. Sages refer to these beings collectively as the Elder Evils.

One of the Elder Evils was the source of the aboleth race. The aboleths know this entity by the name Piscaethces, which roughly translates as "Blood Queen," for it is from her blood that the primal aboleth was spawned. Piscaethces has since retreated from the physical world, and although insane cultists periodically attempt to call the Blood Queen back, she never stays for long. Her interests lie beyond this dimension. The aboleths themselves understand this, and they know that the Blood Queen didn't spawn them out of scientific curiosity or a need for companionship. At best, the foundation of their race was a cosmic accident that came about merely as a by-product of the interaction between the Blood Queen's body and the material world. Yet this concept does not trouble the aboleth; if anything, it has liberated them. If their progenitor is uncaring and unfeeling to them, they are free to make their own progress through existence without fear of reprisal or desire to please. What the aboleth race has done and shall continue to do, it does for itself.

Since their inception, aboleths have founded countless empires in the watery reaches of the world. Their first empire remains their longest-lived and most expansive. Built when the world itself was a barren rock of boiling seas and choking skies, this empire spanned the globe. With the world already under their control, the aboleths turned their intellects to other pursuits, primarily the creation of minions to perform the dreary, day-to-day tasks of keeping their empire running. They experimented with countless forms of life, including constructs, oozes, elementals, vermin, and eventually more complex creatures like animals, magical beasts, and even humanoids. The world of the primal empire was a place of eternal night, truly vast oceanic gulfs, and twisted monstrosities fashioned by the aboleths in their own image. For timeless ages, this primal empire prospered—until disaster struck.

What precisely destroyed the primal empire is known only to the aboleths, and they do not speak of it, even among themselves. Sages of other races have posited theories. Perhaps their slave races managed to rebel against them. Perhaps some great natural disaster struck. Perhaps the aboleths turned on themselves in a fit of self-destruction. Perhaps the Blood Queen or another of the Elder Evils returned and wreaked unimaginable devastation.

One popular theory holds that the slave races developed something new over those millions of years, something the aboleths had no prior experience with and were thus wholly unprepared to defend against. This theory claims that the slave races developed faith and found that there were creatures above the aboleths—creatures with power even more awe-inspiring. Apparently, these slaves called the deities into being, and the deities smote the aboleths to a shadow of their former glory. This, if true, would go a long way toward explaining the aboleth race's cultural disdain for divine magic.

Whatever the cause of it, the primal empire's devastation was not quite complete. Ruins of the empire survived here and there—terrible structures founded on vile and unclean geometric principles. While the aboleths themselves were nearly obliterated, at least some survived. It might even be possible that only one survived, for a single aboleth, given time, can spawn legions. In any case, the world was free of their reign for another span of time, perhaps millions of years. When the aboleths again emerged from wherever they had hidden, it was into a strange new world, one with a profusion of life beyond what they had managed to achieve. They could not know if this life had been visited upon the world by an outside force of divine nature, or if their surviving slaves and living experiments had simply evolved during their absence. The aboleths didn't care; they simply knew that the world was theirs, and all other beings were vermin to be exterminated.

Thus, the aboleths set about a great crusade to retake the world. Through the millennia, their efforts have been repeated time and time again; they conquer and hold the world for a period before events conspire to wrench it away from their control and force them once again into seclusion. Certainly, the aboleths know how many times this cycle of triumph and defeat has repeated itself, yet this is another subject they never discuss. Learned individuals argue over the current state of the aboleth empire; is it waxing or waning?

The growth and decline of this race is spread out over such vast periods of time that it is akin to the observation of events on a geologic scale. A pessimist believes that the aboleths are still building their forces and preparing for an assault on the world, while an optimist sees that they are again in decline. Whatever the truth, it is unlikely that the aboleth race will see any change in activity over the next few thousand years. However, there is always the possibility of unforeseen events. Just as a massive volcanic eruption can change the face of a world overnight, so can a single event change the strength and power of the aboleth race for better or worse.

BILESTONE

Bilestone is similar to obsidian in texture and strength, but it feels slightly greasy and warm to the touch. Large concentrations of bilestone (such as a vein running through rock or portions used in the construction of a building) have a debilitating effect on the minds of all creatures within 30 feet that are not aberrations. If such a creature is within 30 feet of a cube of bilestone 5 or more feet on a side, it takes a –2 penalty on all saving throws against mind-affecting spells and abilities and on all Wisdom-based skill checks.

ABOLETH RELIGION

Aboleths are a race of agnostics. They acknowledge the existence of the deities of the lesser races, because when such obvious proof as divine healing is so prevalent in the world, only a fool would deny the presence of the gods, and the aboleths are not fools. Yet they do not see the deities as infallible or all-powerful, for if indeed the deities had such might, then why are the aboleths allowed to exist at all? Their own continued existence and memories of a time before the gods is all the proof they need to justify their disdain of the divine.

The aboleths acknowledge the fact that the gods are powerful, but they also know that the Elder Evils existed before the deities of the current world, and they know that the Elder Evils will remain after the world has come to an end. They are beyond eternity. Aboleth minds do not grasp the concept of faith, but they do understand the concept of respect, so the creatures pay their respects to these Elder Evils. They do not worship or gain divine aid from the Elder Evils. They build great statues in their cities and model their buildings after the supposed shape of the entities, but aboleths do not fawn over them or expect anything of them. Indeed, it is doubtful that any of the Elder Evils look more favorably upon the aboleths than upon any other creatures. Nevertheless, this respect is the closest the aboleth race comes to an actual religion.

Of the various Elder Evils, the aboleths save the majority of their admiration and interest for a select five. These five Elder Evils are those whose activities and dimensional wanderings bring them most often in contact with the Material Plane. As opponents, all of these Elder Evils should be on par with the mightiest of demon lords or even deities themselves; meeting an Elder Evil in combat should make even the greatest of epic heroes quail. A better use for these beings is to keep them as abstract concepts lurking in the roiling darkness beyond the edge of sanity, perpetual terrors whose existence threatens life but can never be defeated.

Each of the five Elder Evils most commonly associated with the aboleths are detailed below. Two of them are among the few of their kind to exist wholly in the material world, while the others are of interest because of their passing influence on the world at large.

Bolothamogg (Him Who Watches from Beyond the Stars): Bolothamogg is said to be the darkness between the stars, the guardian force or entity that exists to ensure that nothing in the multiverse can escape to taint the true reality of the outer dimensions. More a primal force than a physical entity, Bolothamogg is honored in aboleth architecture by leaving large gaps and empty spaces in the facades of buildings, and by constructing large open coliseums and other structures without roofs.

Holashner (The Hunger Below): Holashner is one of the few Elder Evils to exist fully in the physical world. Appearing as part squid and part centipede, this massive creature burrows through the deepest reaches of the world, driven only by its unending hunger. It eats stone, magma, creatures, and anything else in its path. The material it leaves behind is called the "Black Bile of the World" by aboleths. This runny, tarlike substance is explosive and volatile when exposed to air. Over the course of only a few months, it can be compressed by tremendous pressures into a black obsidianlike material called bilestone. Fortunately for the world, Holashner's progress through the depths is far slower than the time required for bilestone to degrade back into normal stone.

Holashner is honored in aboleth architecture by the inclusion of myriad spindly protrusions, tangled foundations at the base of buildings, or, rarely, by the inclusion of bilestone inlays in the building's walls, ceiling, and floor.

Piscaethces (The Blood Queen): Piscaethces, the source of the aboleth race, is depicted as a vast aboleth with no tentacles and with mucus the color of blood. The aboleths believe that the Blood Queen travels the currents of probability between infinite realities, spreading her seed almost as an afterthought as she moves from one world to another. The aboleths do not expect her return, but if she did come back and spawn a new aboleth scion, that would be proof that existence is a circular but finite realm, and thus able to be conquered completely. Piscaethces is honored in aboleth architecture by the inclusion of large domed windows of red crystal.

Shothotugg (Eater of Worlds): Shothotugg shares one quality with Holashner—it is one of the few Elder Evils to exist entirely within the realm of the Material Plane. Shothotugg dwells in a distant corner of the multiverse, physically far removed from the world itself. An undulant mass of seething fluid the size of a mountain, Shothotugg travels through the gulfs of space from world to world, poisoning and parasitizing any world on which it alights. With each destruction, the fundamental forces in the Material Plane shift ever so slightly, but over time, these changes significantly alter the multiverse. Shothotugg is honored in aboleth structures by the placement of large pools and fountains of magically treated and colored liquids that are much heavier than water, or by swirling vortex patterns laid into the floor.

Y'chak (The Violet Flame): Y'chak is unique among the Elder Evils in a terrible way—it is actively interested in the development of life or, to be more precise, in the development of the destruction of life. Its presence can be felt in civilizations throughout time, because it acts as a muse and inspiration for all that is destructive and ruinous. The aboleths believe that the gods of cruelty, war, and death came to be as a result of Y'chak's whisperings. Y'chak certainly encourages the worship of evil deities. It appears to those it contacts as a seductive or respectable member of the same race, but its true form is said to be a brilliant pillar of violet flames that conceal an inner form so horrifying that to see it clearly is to invite utter destruction upon the body and the soul. The aboleths honor Y'chak in their cities by the construction of massive pillars of violet flame that burn even underwater. The pulsations and writhing of these columns of fire are used to mark the passage of time or even to send simple messages out to the entire city at once.

Adopted Deities

With each passing incarnation of the aboleth empire, more and more of their kind are exposed to divine magic and the power of faith. Not all of the coldly logical aboleths are as quick to discount the obvious benefits of divine magic as inferior to psionics or arcane magic. Of these aboleths, a few actually come to realize that forging an alliance with a powerful entity (about as far as an aboleth can go toward worshiping another being) can be a useful advantage. Thus, the advent of aboleths that become clerics, druids, and other divine spellcasters is slowly on the rise. These aboleths are naturally drawn to the worship of deities such as Ghaunadaur, the Patient One, and Tharizdun (see pages 177–178).

While cities of devout, deity-worshiping aboleths might exist, they remain the exception to the norm. Traditional-minded aboleths regard aboleths that adopt the gods of lesser races as traitors of the worst sort, enemies of the aboleth race as a whole.

The Aboleths and Cthulhu

Readers will notice a thematic resemblance between the aboleths, the Elder Evils, and various creatures or beings found in the stories of H. P. Lovecraft. This is, of course, completely intentional. Of all the major aberration races in the Dungeons & Dragons game, the aboleths best personify the sense of cosmic horror and the ultimate insignificance of humankind expressed in Lovecraft's writings. In fact, it's quite easy to treat the aboleths themselves as a Lovecraftian race akin to the elder things featured in "At the Mountains of Madness" and "The Dreams in the Witch House."

By extension, the various monsters of the Cthulhu Mythos fit nicely into encounters with aboleths or adventures set in an aboleth city. Aboleth allies or servitors might include mi-go, deep ones, dholes, gugs, shoggoths, or serpent people. Enemies might include the elder things, flying polyps, or the Great Race of Yith.

Likewise, the five Elder Evils commonly honored by the aboleths could be previously unknown Great Old Ones or Outer Gods, or perhaps they are just alternate names for more familiar entities:

Bolothamogg: Yog-Sothoth.
Holashner: Shudde M'ell or Tsathoggua.
Piscaethces: Cthulhu or Shub-Niggurath.
Shothotugg: Azathoth.
Y'chak: Nyarlathotep or Hastur.

ABOLETH LANGUAGE

Aboleths employ a fantastically complex language that is difficult for creatures with only one mouth to reproduce. Aboleths speak through the numerous vents along their flanks, the same orifices they use to breathe and spew mucus into the surrounding water. The simplest aboleth words require only one orifice, but the more complicated a word or concept is, the more vents are required to properly pronounce it. Without exception, scholarly aboleths have more mouths than their poorly endowed kin.

Lesser creatures with only one mouth can speak Aboleth, but they are either limited to only the simplest words or forced to ape the complex sounds via improvisation or additional tools (such as flutes, bagpipes, or large brass horns like tubas or trombones). In either case, to an aboleth, the speaker comes off sounding uncultured and dull-witted.

The written language of the aboleths is likewise complex, with hundreds of thousands of intricate glyphs similar to abstract hieroglyphics. An aboleth writes upon stone or metal with tiny, thimblelike devices made of crystal that fit over the tips of its tentacles. The aboleth dips the crystals into dense acids that are not easily washed away by water, and then etches the runes directly into the stone or metal tablets. All four tentacle tips are used simultaneously to etch the runes; a creature with only one or two hands takes a proportionally longer time to write in Aboleth.

Aboleth names (both for themselves and for their cities) run the gamut from wildly complex to ominously simple. The aboleths make little distinction between a specific aboleth's name and the name of its city; often, an aboleth city's name is the same as the savant aboleth that founded the city. Archetypical aboleth names include Dupapn, Mavad'Nidhuned, Nevek'Dithasig, Sochsna, Torop'Jethixur, and Urdol.

RELATIONS WITH OTHER CREATURES

Although the aboleths see themselves as the rightful rulers of creation, they are also logical and realistic. They have come to accept the fact that the world is a crowded place, at least compared to the way it was during the primal empire of ages past. These new, powerful races would pose a significant threat to the aboleths were they to simply attack.

The aboleths mostly ally with other aquatic races. Since their lairs and cities are always located in water (and are completely submerged), terrestrial and airborne races have a distinct disadvantage when it comes to assaulting an aboleth in its home. Aquatic races, on the other hand, have no such disadvantage. The aboleths thus ally with aquatic races and pool their resources to wage war against and defend themselves from the surface races. The aboleths figure that once the nonaquatic races are conquered, they can focus their attentions on their aquatic neighbors and reconsider old alliances as needed.

The aboleths are now primarily a race that dwells in the farthest reaches of the flooded underground or in the lightless trenches of the deepest oceans. These haunts severely limit the number and variety of races the aboleths interact with on a regular basis. Specific relations with other races of these regions are summarized below. As a general rule, aboleths treat any race not mentioned here as fodder for slavery, dinner, or both.

Drow: The drow, one of the most numerous and successful of the underground races, find themselves regularly coming into contact with the aboleths or their allies. Usually, these meetings result in warfare, but an increasing number of aboleths and drow find a strangely comfortable connection in the veneration of Ghaunadaur. Since the worship of this

An aboleth tries to ruin Regdar's day

Illus. by R. Spencer

foul deity is viewed as heresy at best and treachery at worst by their respective races, Ghaunadaur-worshiping drow and aboleths frequently join forces to create cities that are difficult to assault by land or by sea.

Illithids: Aboleths make alliances with illithids more often than with any other lesser race, for two reasons. First, the aboleths and the illithids have similar mindsets; they're coldly logical, emotionless, and constantly hungry for knowledge. In addition, the illithids view all other races as little more than fodder or slaves, a viewpoint the aboleths naturally identify with.

Second, the inscrutable mind flayers are the race that aboleths come the closest to fearing. The aboleths do not remember the genesis of the illithid race, not even in their racial memories. As far as the aboleths know, the illithids simply appeared from nowhere, and that makes the aboleths uncomfortable. The origin and capabilities of the mind flayers are unknown. Of course, the reason for this is simple: Mind flayers came to the world from the distant future. In a way, the aboleths and the illithids are like cosmic bookends: two similar races with similar goals, one from the ancient past and one from the doomed future.

Ixitxachitl: Ixitxachitl (*Monster Manual II* page 128) are a common ally among the oceanic aboleths, serving them as elite warriors in a similar manner to the way the kuo-toas serve the underground-dwelling aboleths. Certain pockets of aberrant ixitxachitl known as ixzan are said to lurk in the deepest underground seas; the aboleths there welcome these creatures into their cities as well.

Kopru: The aboleths feel strong ties of kinship to the kopru (*Monster Manual II* page 134), a fellow aquatic race with the power of mental domination and a history of a vast civilization fallen into ruin. Yet where the aboleths have recovered the glory of their past empires many times over the eons, the kopru have yet to rebuild their cities.

Krakens: The aboleths pay these mighty and fierce lords of the deep a measure of respect similar to that given to the Elder Evils themselves. Willful enough that they are difficult to enslave and powerful enough to crush an aboleth to pulp in seconds, krakens are afforded a wide berth. An aboleth city might try to woo a kraken with offers of alliance—perhaps a trade of slaves and treasure in return for defense and allegiance—but they rarely attempt to coerce the mighty beasts. A kraken escaped from enslavement is a force few aboleths wish to encounter.

Kuo-toas: The kuo-toas are an obvious choice as allies for the aboleths for many reasons. First, they are individually much weaker than the aboleths and can be bullied into servitude. Second, they are amphibious and can carry out their masters' plans on the surface. The aboleths keep the kuo-toas docile with their enslavement powers, but favored kuo-toa leaders are allowed to keep their own minds as a reward for good service. Since most of the other kuo-toas remain enslaved, the aboleths have no fear that the few free-willed kuo-toas can engender rebellion.

ABOLETH LAIRS

Aboleth cities are located primarily in deep underground seas and buried waterways miles below the surface of the world, but not all aboleths dwell in these infamous sunken cities. A relatively large number can be found closer to the surface.

Aboleths that live near the surface fall into one of three categories. Some are slavers that live in regions heavily traveled by members of useful slave races (such as humanoids or giants); these aboleths dwell in small lakes or rivers near underground trade routes. Once a slaver aboleth has collected its quota of slaves (usually a dozen), it returns with them to its home city before coming back to gather more.

Aboleths can also be found near the surface. These individuals have been forced to flee the deeper cities due to their religious or philosophical beliefs. They seek out others of their kind with like-minded desires and form small communities of their own.

The most commonly encountered aboleths near the surface are nomadic members of their race. These aboleths have become disillusioned with life in their sunken city, curious about the surface world, or perhaps just too egotistical to remain a small part of a larger whole. These aboleths fancy themselves leaders and deities, and they travel to the surface to establish cults of enslaved humanoids to worship and tend to their needs. They retain the standard aboleth disdain for divinity but lack the desire to add to the legacy of the race. Aboleths are immortal, after all; perhaps these nomads simply figure that the goals of their home city won't be realized for several thousand years and decide to take a few centuries off to relax near the surface.

Whatever their reason for relocating closer to the surface world, aboleths craft lairs similar to those of their deeper-dwelling kin. An aboleth lair almost always features an underground waterway that eventually connects to a vast underground sea that is home to an aboleth city. Aboleths that live in lakes or rivers not connected in this manner always have a magical method of travel, such as teleportation or shadow walking, that they use to travel to and from the deep sunless seas.

Aboleths prefer to lair in natural caverns, although they sometimes seek out partially flooded ruins as well. An aboleth's personal lair is completely underwater, with perhaps a small beach or ledge overlooking a portion of the water's surface. The route that connects the primary lair to the surface or to more commonly traveled underground trade routes is a maze of chambers and rooms, flooded and populated with a host of enslaved minions. These minions must visit the aboleth at least once a day to have their enslavements rekindled, but only the creature's favorite slaves are kept nearby and transformed by its mucus cloud. Unless some of the minions are particularly adept at crafting traps, aboleth lairs are free of such hazards. The primary exceptions, of course, are the illusions it uses to protect its personal lair.

ABOLETH MINIONS

With their ability to enslave other creatures, aboleths are never without minions to guard their lairs, provide entertainment, or otherwise serve their needs. The variety and nature of an aboleth's minions depend primarily on what kind of creatures are native to its lair. An aboleth dwelling near a svirfneblin city has numerous svirfneblin minions (as well as earth elementals the svirfneblin clerics might have called up). An aboleth lurking in a pool below a hidden ledge that provides access to a ruined city might have a large number of bullywug (*Monsters of Faerûn*), tasloi (*Oriental Adventures*), or yuan-ti minions. An aboleth dwelling at the bottom of a lake in the middle of a human nation might keep any number of humans, halflings, dwarves, elves, and gnomes to serve its needs. An aboleth divides the duties of its available minions between assassins, entertainers, procurers, and guardians as befits each minion's strengths and weaknesses.

In addition, a few specific kinds of creatures often work alongside the aboleths regardless of the nature of the region's indigenous life.

Adventurers: Adventurers come already equipped with powerful weapons and magic gear, and an enslaved group can put its potent tactics to good use.

Baatezu: Aboleths with the capability to summon aid from the Outer Planes particularly enjoy calling upon the baatezu for assistance. They find that the infernal mind offers riveting conversation, and baatezu, highly capable combatants themselves, add immeasurably to an aboleth's defenses. Aboleths send other minions out to purchase or steal magic scrolls or items that can be used to summon such devils and bind them to servitude.

Constructs: Aboleths are fond of constructs as minions because they are completely obedient and impossible for an enemy to charm or control. The aboleths of the grand city of Shaboath even developed a highly specialized form of golem constructed from aboleth mucus; these golems have become popular additions to cities with denizens powerful enough to construct them. However, the constructs most coveted by the aboleths are those that have survived the passage of innumerable eons. These elder eidolons are leftovers from the primal empire, and aboleths devote hundreds of years to exploring remote corners of the world where ruins of primal cities still stand in hopes of capturing a surviving elder eidolon or two.

Derro: The derro are one of the few races that seem to understand and accept the alien nature of the aboleths. Entire groups of derro offer themselves as servants to aboleths of their own free will. The aboleths appreciate their willingness to admit inferiority but rarely trust these creatures with important tasks. Derro are used as shock troops along the periphery of an aboleth's territory.

Oozes: Aboleths have a particular fondness for the various forms of ooze. Although they cannot directly control oozes with their enslavement powers, they gather the creatures in regions around their city, either as scavengers to help dispose of waste or as guardians around the periphery. The only ooze that aboleths avoid completely is the teratomorph (*Monster Manual II*, page 194); they find these creatures to be far too unstable and unpredictable to be anything but a menace. The arrival of a teratomorph in the vicinity of an aboleth city is one of the few events that can prompt a total evacuation or relocation.

Skum: The most iconic aboleth minions are the skum. Created from human stock, these amphibious humanoids are bred for their strength and combat skills. The number of skum an aboleth commands is an excellent indication of that aboleth's standing in its society. The closest analogy in human society is the collection and breeding of warhorses.

ABOLETH CITIES

Aboleth cities are truly alien and terrifying places, wholly primeval in feeling and offensive to those used to structures with hard edges, straight lines, and subdued colors. Aboleth cities are built completely underwater, and because the waters help support the buildings, the towers and spires can be of a much greater magnitude than anything on the surface. These towers feature numerous tunnels and openings to allow water currents to flow around and through them to prevent collapse. Aboleth cities can be raised from the sea floor by the will of the city's rulers, either through the use of powerful spells or a magic device. The cities then drift through the depths of the sea or rise to the surface and float like horrific islands.

The buildings of an aboleth city are made of stone, built with the aid of magic like *stone shape* but sometimes constructed with talented and well-directed slave labor. Aboleth buildings might be composed of brooding, drooping shapes that look melted or cancerous, or they might be towering, thin spires with multiple twisted crenellations and jagged spikes. All together, an aboleth city looks like discarded shells from massive prehistoric shellfish scattered upon the ocean floor. As mentioned above, aboleths decorate their buildings with flourishes intended to honor or evoke the memories of the Elder Evils. Needless to say, these embellishments further create a sense of wrongness about an aboleth city.

The disturbing and alien architectural styles found in an aboleth city are typically direct influences copied from their memories of the primal empire, but in the case of the largest and most secluded cities, these buildings might incorporate actual structures that have survived from the primal empire to the modern age. These buildings seethe with a sense of brooding history, and damaging them is viewed as the greatest offense possible to the aboleth race.

Each aboleth typically lives in a building far larger than it needs, because the lower reaches are reserved for its slaves. The leaders of an aboleth city are always savant aboleths; small cities have only one leader, while in larger cities, several savant aboleths might work together as a council.

ABOLETH CHARACTERS

Aboleths often advance in character classes. In particular, they favor the fighter, monk, rogue, sorcerer, and wizard classes. Aboleth wizard spellbooks consist of stone tablets or metal sheaves; they might even record their spells on the inner walls of their lair. Aboleths almost never gain levels in divine spellcasting classes; clerics of Ghaunadaur, the Patient One, and Tharizdun are rare exceptions to this rule.

As for prestige classes, aboleth characters take levels of archmage, assassin, eldritch knight, and loremaster. Dragon disciple aboleths are rumored to exist as well, and of course, the majestic and dangerous savant aboleths rule their kind.

SAMPLE CHARACTER: ILTHARSHUB

The savant aboleth Iltharshub is a member of a council of four savant aboleths that rule the deep city of Yolinithili. Well served by ample slaves and loyal aboleth mages, Iltharshub spent large portions of its time sifting through the ancient memories of its ancestors. It was thus with great shock that it stumbled upon a memory of an ancient ruin from the primal empire—an aboleth laboratory located only a few dozen miles away in a forgotten section of deep underground waterways.

Iltharshub pondered its memories of the ruins for several more days and came to realize that the building was constructed well enough that it likely survived the passage of eons. It decided there and then to claim the ruins and the fantastic treasures lost within for its own. It did not want to share any discoveries with its rivals on Yolinithili's council, so it took only a single assistant and its most loyal and powerful bodyguard, a greater stone golem. It then set off to find the nameless ruins.

Encounter (EL 20): The PCs can encounter Iltharshub and its golem and assistant in any number of ways. They might stumble across the aboleths while exploring the flooded underground. They might be seeking out the same ruins, not realizing that the site is an ancient aboleth laboratory. They might also be hired by a powerful wizard who has learned that one of the leaders of the nearby city of Yolinithili passed by recently. The fact that a savant aboleth left the city intrigues the wizard greatly, and he sends the PCs to investigate in return for information, items, or spells they seek.

Greater Stone Golem: hp 271; *Monster Manual* page 136.

Aboleth Assistant: hp 76; *Monster Manual* page 8.

Iltharshub: Aboleth wizard 13/savant aboleth 2; CR 19; Huge aberration (aquatic); HD 10d8+70 plus 13d4+91; hp 238; Init +3; Spd 10 ft., swim 60 ft.; AC 30, touch 15, flat-footed 27; Base Atk +13; Grp +30; Atk +20 melee (1d8+9 plus slime, tentacle); Full Atk +20 melee (1d8+9 plus slime, 4 tentacles); Space/Reach 15 ft./10 ft.; SA enlarged enslave, *glyph mastery*, psionics, slime; SQ darkvision 60 ft., mucus cloud, recrudescent memories; AL LE; SV Fort +16, Ref +9, Will +20; Str 28, Dex 16, Con 24, Int 29, Wis 16, Cha 14.

Skills and Feats: Concentration +33, Decipher Script +34, Knowledge (arcana) +32, Knowledge (geography) +32, Knowledge (history) +32, Listen +14, Spellcraft +34, Spot +14, Swim +17; Ability Focus (enlarged enslave), Ability Focus (slime), Craft Aboleth Glyph†, Death Frenzy†, Diehard, Endurance, Eschew Materials, Maximize Spell[B], Quicken Spell[B], Quick-slime†, Scribe Scroll[B].

† New feat described on page 22.

Languages: Aboleth, Aquan, Undercommon, Common, Draconic, Infernal, Terran.

Enlarged Enslave (Su): Iltharshub's enslave special attack extends to a range of 60 feet and can be resisted with a DC 25 Will save.

Glyph Mastery (Sp): When Iltharshub creates an aboleth glyph, multiply the base cost of the glyph by 75% to determine its cost in XP and raw materials. Additionally, Iltharshub can cast *glyph of warding* twice per day as a spell-like ability at a cost of 200 gp in raw materials or 8 XP.

Psionics (Sp): At will—*hypnotic pattern* (DC 14), *illusory wall* (DC 16), *mirage arcana* (DC 17), *persistent image* (DC 17), *programmed image* (DC 18), *project image* (DC 19), *veil* (DC 18). Caster level 16th.

Slime (Ex): Iltharshub's slime special attack can be resisted with a DC 30 Fortitude save.

Mucus Cloud (Ex): The effect of Iltharshub's mucus cloud can be resisted with a DC 28 Fortitude save.

Recrudescent Memories (Ex): Iltharshub increased its Intelligence score by 2 points upon reaching 2nd level as a savant aboleth.

Wizard Spells Prepared (caster level 15th): 0—*arcane mark*, *detect magic* (2), *resistance* (DC 19); 1st—*comprehend languages*, *identify*, *magic missile* (2), *ray of enfeeblement* (2) (+14 ranged touch), *shield*; 2nd—*false life*, *invisibility*, *knock*, *mirror image*, *spectral hand*, *touch of idiocy* (+20 melee touch); 3rd—*arcane sight*, *clairaudience/clairvoyance*, *dispel magic*, *displacement*, *haste*, *vampiric touch* (+20 melee touch); 4th—*arcane eye*, *dimension door* (2), *lesser geas* (DC 23), *phantasmal killer* (DC 23), *wall of ice* (DC 23); 5th—*break enchantment*, *passwall*, *prying eyes*, *Rary's telepathic bond*, *teleport*, *wall of force*; 6th—*analyze dweomer*, *disintegrate* (+14 ranged touch, DC 25), *greater dispel magic*, *legend lore*; 7th—*finger of death* (DC 26), *limited wish*, *greater scrying* (DC 26); 8th—*horrid wilting* (DC 27), *temporal stasis* (+20 melee touch, DC 27).

Spellbook: as above plus 0—all others; 1st—*detect secret doors*, *erase*, *mage armor*, *protection from good*; 2nd—*arcane lock*, *command undead*, *protection from arrows*, *web*; 3rd—*hold person*, *nondetection*, *protection from energy*, *summon monster III*; 4th—*confusion*, *dimensional anchor*, *lesser globe of invulnerability*, *solid fog*; 5th—*cone of cold*, *dismissal*, *permanency*, *summon monster V*, *symbol of pain*; 6th—*control water*, *mass suggestion*, *repulsion*, *true seeing*; 7th—*banishment*, *greater arcane sight*, *symbol of weakness*; 8th—*discern location*, *mind blank*, *symbol of insanity*.

Possessions: bracers of armor +6, headband of intellect +6, ring of protection +4, amulet of proof against detection and location, lesser rod of metamagic (quicken).

THE GOD IN THE LAKE

The sleepy village of Raven's Lake has a secret: A terrible god lives in the depths of the settlement's namesake.

The citizens of Raven's Lake know that something lives in the lake. People who go out on the lake after dark go missing far too often and frequently turn up weeks later with no memory of where they've been. The local church of St. Cuthbert has been abandoned no fewer than seven times in the last two years, each time its lone cleric packing hastily and fleeing town without a word. Adventurers who come to Raven's Lake have a habit of vanishing forever.

The truth is that something does indeed live in Raven's Lake, but it is far from a deity. It's an exiled aboleth by the name of Zlorthishen.

Adventure Hooks

The PCs could be drawn to Raven's Lake for a number of reasons. An associate might have visited the town and disappeared. A PC cleric might be asked by a superior to investigate why clerics of St. Cuthbert never stay in the town longer than a month. The PCs could just be passing through town and catch wind that something's wrong by the way the locals regard them with such sadness.

Raven's Lake could also serve as the genesis of a new campaign. The PCs could all be locals who slowly uncover the sinister secret that festers in the lake and the tunnels below town.

No map of Raven's Lake is provided, so you can more easily place the village in your campaign world. Detailed below is the home of Huck One-Eye, an old hunter who lives in a simple one-story house with a solid foundation.

Huck One-Eye's House

Huck One-Eye is an old human ranger who was the first person the aboleth Zlorthishen enslaved after arriving in Raven's Lake five years ago via an underground river. The aboleth knew that its survival depended on its quickly establishing a secret stronghold under the unknowing eyes of the locals, and it enslaved Huck as he wandered alone by the lake edge. Over the last five years, the aboleth has managed to secretly enslave nearly half the town, including all of its leaders and prominent members. Its slaves created a set of underground tunnels that connected the lake to Huck's basement, and recently the aboleth has started to breed skum in these tunnels.

After some investigations in town, the PCs should eventually be led to Huck's home. No one talks, but careful observation allows the PCs to note that despite the amount of traffic that goes in and out of Huck's home, there never seems to be much noise or clamor coming from inside the building.

1. Entrance

This building is fairly unassuming. Its wooden walls and wood shingle roof are spotted with lichens and filaments of fungus, and the solid stone foundation is thick with moss.

Worn paths around the exterior of the house lead to the back door (area 7) as well as to the nearby lakeshore.

2. Storeroom

This room is completely cluttered with a fantastic amount of junk. Coils of rope, old bows, barrels, crates, boxes, fishing poles, broken bear traps, and more assault the eye.

None of the equipment here has seen any use since Huck was enslaved; his hunting days are over.

3. Washroom

This dirty, foul-smelling room could serve as a washroom only for the bravest soul.

Huck's personal hygiene has always been a topic in town, and his habits have not improved as a result of his enslavement.

4. Antler Storage

This room seems to have once been a bedroom, but before it can serve as such again, someone needs to clean out the hundreds of antlers stacked in tangled piles.

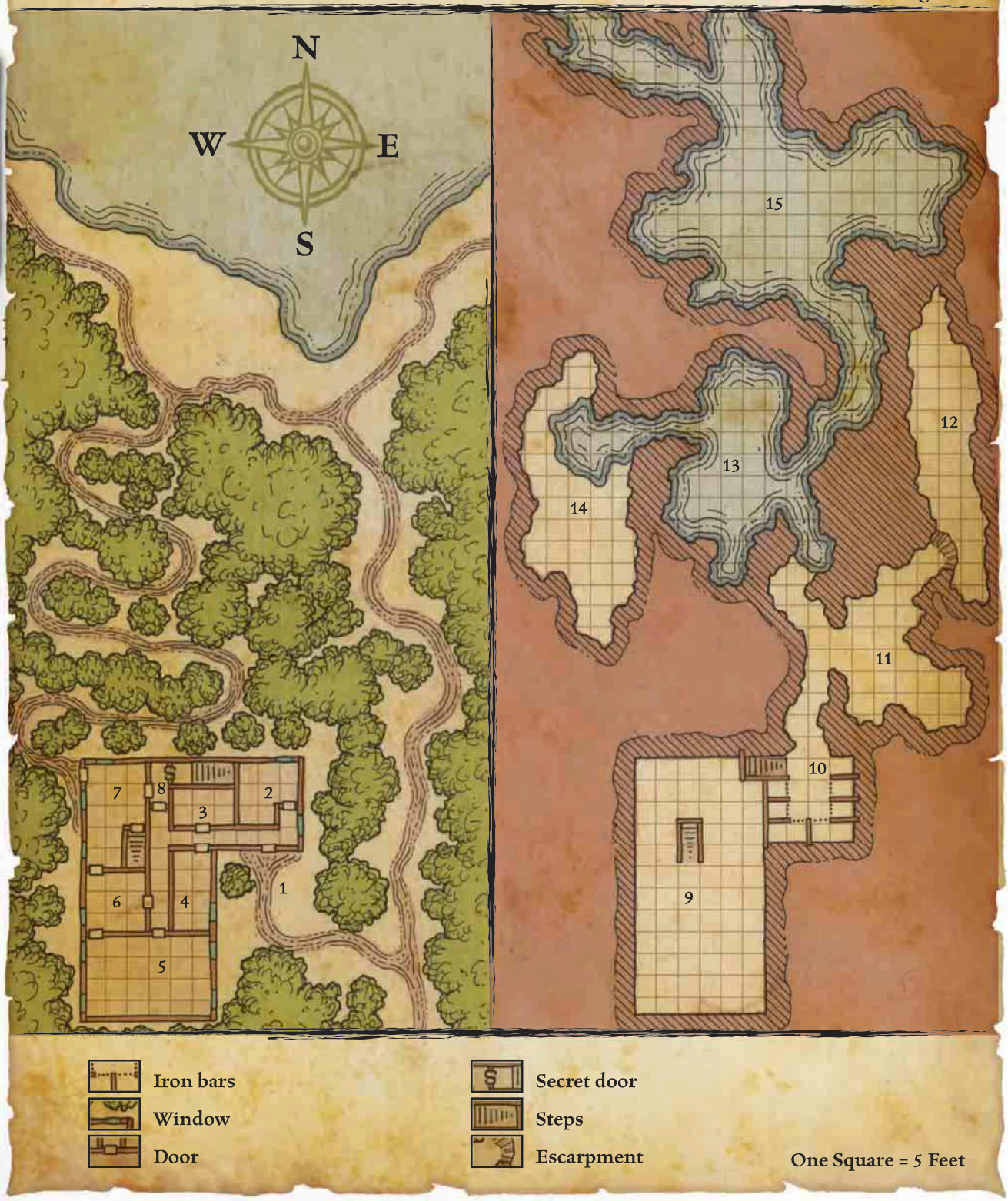
Huck had a liking for antlers: deer, elk, moose, peryton (see *Monsters of Faerûn*)—anything he could knock off and keep, he tossed in here. He planned to sort them and keep only the best, but he never got around to it. The antler collection has taken over this room completely; Huck now sleeps on a pile of rugs next to the stove in his living room (area 5).

5. Living Room (EL 3)

This room is warm but cloying; the air is thick with the scents of unwashed flesh and smoke. Pieces of old, worn furniture sit in the corners of the room, including chairs, a desk, shelves, and an empty bookcase. A cast-iron stove sits to the north, and a filthy pile of rugs and blankets lies heaped in front of it.

This is where Huck sleeps, eats, and whiles away the hours as he waits for his master below to contact him with a new task. Huck's hearing isn't as good as it used to be, so chances are he won't hear anyone who knocks on a door, or even anyone who breaks into his home. If startled here, his initial attitude is hostile. He yells and curses, hoping to drive the intruders off, unless his attitude is adjusted at least to friendly, in which case he calms down and engages in idle chatter. If made helpful, he invites his visitors to dinner (water from rusty bowls and rabbit stew that's a bit off). He won't reveal the presence of the skum or the aboleth downstairs, but anyone who speaks to him and makes a DC 15 Sense Motive check

The God in the Lake



realizes that he's being magically controlled somehow.

In any case, Huck uses his telepathic link with Zlorthishen to warn the aboleth of intruders. If the PCs get too nosy, the aboleth tells Huck to lead them down to the caves so the skum can take care of them. Huck has done this many times before; he pretends to panic and runs through the secret door in area 8 and into the caves below, leading the adventurers into a skum ambush in area 11.

If freed from magical control, Huck's eyes clear and he tries to flee. He knows that the aboleth is doubtless sending skum up the stairs at that very moment to collect him, and he wants nothing more than to vanish into the wilderness. He's right, too; 2d4 rounds after the enslavement is lifted, a group of five skum bursts into the room to investigate, recapture Huck, and bring him downstairs for reenslavement.

Huck One-Eye: Male human ranger 3; CR 3; Medium humanoid; HD 3d8–6; hp 7; Init +1; Spd 30 ft.; AC 14, touch 11, flat-footed 13; Base Atk +3; Grp +1; Atk +2 melee (1d4–2/19–20, masterwork dagger) or +6 ranged (1d8+1/ 3, masterwork longbow with +1 *arrows*); Full Atk +2 melee (1d4–2/19–20, masterwork dagger) or +4/+4 ranged (1d8+1/ 3, masterwork longbow with +1 *arrows*); SA archery combat style, favored enemy (animals +2); SQ wild empathy +6 (+2 magical beasts); AL CN; SV Fort +1, Ref +4, Will +3; Str 7, Dex 12, Con 6, Int 10, Wis 14, Cha 13.

Skills and Feats: Craft (leatherworking) +6, Handle Animal +7, Hide +9, Knowledge (nature) +6, Profession (hunter) +6, Ride +3, Survival +8 (+10 above ground in natural areas); Endurance[B], Point Blank Shot, Rapid Shot[B], Stealthy, Track[B], Weapon Focus (longbow).

Language: Common.

Favored Enemy (Ex): Huck gains a +2 bonus on his Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against animals. He gains the same bonus on weapon damage rolls.

Possessions: +1 leather armor, masterwork dagger, masterwork longbow with 7 *+1 arrows*, 13 masterwork arrows, *potion of cure light wounds.*

Huck tries to draw visitors into the skum's waiting ambush

6. Kitchen

This kitchen seems quite well organized, but everything is covered with a thick layer of dust except for a pathway of footprints between the east and west doors.

Since his enslavement, Huck hasn't used his kitchen to cook food. He instead moved the wood-burning stove into his living room and cooks on it as the mood strikes him.

7. Skinning Room

This large room contains several long tables and tools used in skinning animals and preparing furs. Everything here is covered with a thick layer of dust, except for an obvious pathway of footprints leading between the west door and the north door.

Huck tends to use the smaller back door in this room to come and go from his house. The door leading to the stairway down is stuck shut, and a DC 22 Strength check is required to open it. Up to two people can work together on the door.

8. Pantry

This small room contains racks of dried meat and two barrels of tepid, nasty-looking water.

The secret door in the south wall can be discovered with a DC 20 Search check. If Huck flees through here in an attempt to lure the PCs downstairs, he leaves the secret door open.

9. Root Cellar

This large area is supported by numerous wooden beams. A tangle of hundreds of strangely shaped gourds hang from above, and stacks of firewood and old dried fruit sit near the stairs. The room is otherwise empty.

A character who passes within 5 feet of the wall separating the root cellar from area 10 can make a DC 15 Knowledge (architecture) check to realize that it is only a few years old and made of different stone than the rest of the cellar walls.

10. Prison

This room reeks of algae-choked water. Thick green puddles of the stuff are pooled on the floor. Several brick-lined cells with rusting

Illus. by M. Corie

iron bars line the walls of this room, and a dripping, jagged hole in the wall to the east opens into a cavern passageway.

Any PCs or NPCs captured by enslaved townsfolk are brought here, where they are imprisoned naked in a cell until the aboleth is ready to enslave them. The gates to these cells are rusty and decrepit; a DC 23 Strength check is good enough to rip one open. Unfortunately, prisoners are always tied with ropes by a skum (Use Rope +1) as well. Generally, a prisoner has to wait only 1d4+1 hours for the aboleth to call.

11. Interrogation Cavern (EL 7 if ambush is prepared)

This large cavern is humid and a bit chilly. Pools of brackish water glisten on the floor, and a single stout chair with manacles built into the armrests and front legs sits in the middle of the room.

This chair is used to restrain the few individuals that the aboleth has difficulty enslaving (such as nonhumanoids). Its skum minions take turns questioning and beating the victim to find out what it knows, and once the victim divulges what the skum want to hear and is too battered to defend itself, it is dragged into the cavern to the southeast to be killed.

If the PCs make it this far without being seen, there's a 40% chance that 1d4 skum are here when they arrive. If Huck telepathically warns the aboleth of the PCs, all five skum (including Toruk) are here, hiding in the cave and prepared to ambush the group. They do their best to bull-rush the characters into the water to the east, where the skum have the advantage.

12. Disposal Cavern (EL 4)

The floor of this long cavern angles steeply away in a 10-foot drop. The floor of the cave itself is spotless.

The aboleth, Huck, and the skum managed (with great difficulty) to catch and herd a gray ooze into this cavern. The ooze cannot climb out of the pit, and the skum use it to get rid of victims who've been interrogated. A victim is tossed off the ledge into the pit for the ooze to eat; the skum stick around to watch unless they're needed elsewhere.

Gray Ooze: hp 31; *Monster Manual* page 202.

13. Skum Pond (EL 7)

This large cavern is flooded completely with cold, dark water.

Zlorthishen has managed to breed only five skum so far, but one has already become a 2nd-level fighter. This skum is named Toruk and serves as the leader when the aboleth is elsewhere. If the skum haven't been encountered elsewhere in the caves, they are encountered here. The water in this area is 10 feet deep, so the skum prefer to fight enemies here.

Skum (4): hp 11 each; *Monster Manual* page 228.

Toruk: Male skum fighter 2; CR 4; Medium aberration (aquatic); HD 2d8+2 plus 2d10+2; hp 24; Init +5; Spd 20 ft., swim 40 ft.; AC 14, touch 11, flat-footed 13; Base Atk +3; Grp +7; Atk +8 melee (2d6+4, bite); Full Atk +8 melee (2d6+4, bite) and +2 melee (1d4+2, 2 claws); Space/Reach 5 ft./5 ft.; SA rake 1d6+2; SQ darkvision 60 ft., amphibious; AL LE; SV Fort +4, Ref +1, Will +3; Str 19, Dex 13, Con 13, Int 10, Wis 10, Cha 6.

Skills and Feats: Hide +5, Intimidate +0, Move Silently +6, Listen +3, Spot +3, Swim +12; Alertness, Improved Initiative, Power Attack[B], Weapon Focus (bite)[B].

Language: Aquan.

Possessions: *amulet of natural armor +1, 2 potions of cure light wounds.*

14. Breeding Cavern

This cave smells of sickness and rotten food. Several shallow pits line the northern wall, and blood-stained manacles dangle from iron hooks driven into the wall above the pits.

Female prisoners who are enslaved and won't be missed by anyone in town face a truly terrible fate here. Zlorthishen uses them as incubators for new skum. The birthing process is nearly always fatal, and the remains are fed to the skum or the ooze in area 12. If the PCs are searching for a missing female NPC, she might well be imprisoned here.

15. Zlorthishen's Lair

This large, underground lake ripples softly, almost as if some unseen thing were writhing just below the dark surface.

This large cavern is where Zlorthishen the aboleth lives. If the PCs arrive without alerting the aboleth, there's a 75% chance it is here. If it knows the PCs are coming (as is the case if Huck warns it telepathically), it creates an *illusory wall* over the southern section of the cave, and then creates a persistent image of a kopru swimming in the main cave. It hopes to trick the PCs into using some of their resources against the illusion, which the aboleth tries to control in a realistic manner. The image of the kopru quickly "tries to escape" through one of the passages to the east.

If the PCs follow, Zlorthishen uses *project image* to send an image of itself into the cave behind them and tries to enslave them via the image. Any PC who approaches the image is hit with *hypnotic patterns*. If the aboleth is discovered, it fights until reduced to below half its hit points, at which time it flees into the depths of Raven's Lake to heal and plot revenge.

A search of the southern section of the cave uncovers a respectable amount of loot that the aboleth collected from other adventurers and victims. The spoils consist of 4,120 sp, 1,003 gp, two thunderstones, a masterwork light wooden shield, a spyglass worth 1,000 gp, a *potion of bear's endurance*, a *wand of bull's strength* (20 charges), a *+1 scimitar*, and a pair of *boots of striding and springing.*

Zlorthishen: Aboleth; hp 88; *Monster Manual* page 8.

Illus. by D. Kovacs

Beholders are perhaps the most deadly of the great aberration races. They are certainly one of the most distinctive and unusual in appearance.

The original beholders are said to have been spawned on one of the Outer Planes by a primal entity as powerful as a deity. This creature has no name, and its children have no need to generate one for it. To others, it is known only as the Great Mother, a name granted more for the fact that the creature spawned the entire beholder race from its very flesh than for any real certainty that it is female. From the Great Mother, the beholder race and its various kin have propagated to the other planes with great success, for few can stand in the way of such destructive creatures.

Although the information in this chapter is presented as fact, beholders are alien creatures in body, mind, and soul. Even Iphegor of the Ebon Mirror might not have divined all of their secrets, nor recorded everything he discovered in his *Codex Anathema*.

BEHOLDER ANATOMY

Although beholders might look like relatively simple creatures, they are in fact complex and alien in nature. Some of their features and internal organs have similar shapes and functions to those found in other creatures, but many of them are wholly unique to these terrible monstrosities.

EXTERNAL ANATOMY

A beholder's body appears, on the outside, quite simple. It consists of a single sphere about 8 feet wide, but it's not unusual to find a specimen slightly smaller or even much larger. A beholder's natural buoyancy cuts down on its weight somewhat, but their bodies are still dense and compact. An 8-foot-diameter beholder typically weighs anywhere between 4,000 and 5,000 pounds.

A beholder's skin has the strength of steel. Apart from the specialized skin of the eyelids and along the jaws, beholder skin is singularly inflexible. Coloration and texture varies widely from one beholder to the next. Some beholders have smooth, almost shiny skin of a single drab color, while others have brightly colored or even striped or spotted skin that seems to be comprised of thick, bony interlocking plates. Each beholder thinks of itself as the true form spawned eons ago by the Great Mother, and any variations exhibited by other beholders are taken to be marks of inferiority.

The flesh of a beholder's eyestalks is tough and fibrous, but unlike the skin that covers its body, this skin is quite flexible. On most beholders, each eyestalk is smooth and rubbery, almost like a tentacle. Again, there can be much variation. Some beholders have segmented eyestalks similar to a worm's body, while others have articulated, almost insectlike

stalks composed of numerous knuckles and digits that can rotate and bend in any direction.

A beholder's mouth performs the same functions as a human's mouth; it has a tongue, soft upper and lower palates, and upper and lower teeth. A beholder's teeth are long, thin, and sharp, designed for ripping and tearing.

A beholder's sensory organs are, for the most part, not quite as acute as a human's. Their sense of touch has atrophied nearly to the point of uselessness, except for the surface of the tongue. Beholders use their tongue to feel objects, since this fleshy muscle is quite sensitive. One thing it's not well designed for, ironically, is taste. Beholders have no sense of taste whatsoever, which might explain why they eat anything that falls prey to them. Beholders detect scents through thousands of miniscule openings (called spiracles) over the surface of their bodies, and it is through these openings that they also breathe. Of the four nonvisual senses, only a beholder's hearing approaches that of a human's. Beholders typically have a dozen small tympanic membranes at almost random spots across their bodies; each is merely an inch in diameter and impossible to see except upon the closest examination.

Of course, beholders' nonvisual senses are so rudimentary primarily because their eyes are so much more so developed.

EYES

Its multiple eyes are a beholder's most notable (and feared) anatomical feature. In addition to providing the creature with all-around vision, the eyes can be used to aim, direct, and emit powerful supernatural effects. These effects aside, the eye of a beholder is a wondrous and complex organ that has long been the obsession of countless sages and wizards.

A beholder's eyeball is remarkably hard and solid, about as strong as a similarly sized ball of stone. While at rest, the eyes have a round, brilliantly colored iris (1). The iris seems to be some sort of translucent crystal consisting of hundreds of interlocking sheaves, each of which is capable of independent movement. This allows a beholder amazing control over the shape of its iris and the amount of light that is allowed to enter the eye. A beholder can adjust its iris to almost any shape imaginable, and can even expand it to the rim of its eye socket to give the appearance of having no iris at all.

Curiously, a beholder's eye doesn't have a single lens. Rather, an eye can have as many as a dozen differently sized and shaped lenses (2), all capable of independent rotation and movement and linked to the movement of the iris. By adjusting these lenses and the iris, a beholder can aim with its eye ray. The numerous lenses have the added benefit of granting the creature exceptional vision. All beholders possess darkvision out to 60 feet, and in brightly lit conditions can count the legs on a mosquito at over twice this distance.

The interior of a beholder's eye is a tangled mess of transparent, nearly invisible strands of nervous tissue called evocularies (3). Each evoculary feeds directly into one of the eye's three retinas and anchors an iris sheath (4), a lens, or both. The evocularies not only aid in the movement of the various components, but also transmit light and magic energy from the retinas to the lenses and vice versa. Each eye has a slightly different configuration of evocularies. In one eye, they might form a complex spiral. In another, they might form tightly wound corkscrew patterns. In a third, they might be taut and straight. The nature of an eye's evoculary configuration is believed to be what focuses the raw magic energy the creature generates deep in its brain to create its signature eye ray effects.

The three retinas (5) of each eye coil into a highly complex, braidlike structure as they wind down the stalk or up behind the central eye to converge deep inside the creature's body and brain. The raw magic energy that powers a beholder's eye rays is transmitted along this braid from the dweomerlobes of its brain.

INTERNAL ANATOMY

A beholder's outer body, although strange, at least seems logical in construction. The farther one gets into the innards of a beholder, however, the more alien and unusual the components become. Its internal organs are a tangled, brightly colored, often inscrutable mess of tubes, sacs, coils, and "things" that have little or no analogy to those found in a human. Sages have managed to pin down the purpose for some of these organs

The beholder's eye (numbers keyed to text references)

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The beholder revealed (numbers keyed to text references)

by the process of elimination or by their proximity to the creature's mouth. A beholder's digestive system (and its connected circulatory and respiratory systems) is fairly obvious. Beyond these, sages are positive about only the reproductive organs and the brain.

Perhaps the most unusual shared feature of a beholder's internal organs is their freakish buoyancy. Even when separated from the remainder of the body, these organs float like balloons, despite the fact that they rarely contain any appreciable volumes of air or natural gas (with the exception of the lung itself). An internal organ separated from a beholder's body retains this buoyancy for up to 12 hours, or longer if preserved by magic like *gentle repose*. This natural buoyancy allows a beholder to fly, its motions and movement controlled by bursts of air expelled from its thousands of spiracles.

Skeletal System

Technically, beholders are endoskeletal creatures, although what passes for a skeleton in their bodies really amounts to nothing more than a large skull. The material that comprises the skull isn't bone, though; in fact, it is so similar in construction to the creature's skin that it's impossible to tell where the skin ends and the skull begins. The material is hard, inflexible, and, above all else, remarkably light. Despite the fact that it is incredibly porous (a cup of water poured onto a sample of beholder "bone" is absorbed in a matter of seconds), it remains rigid and nearly as strong as iron. Unfortunately, the material quickly grows brittle upon a beholder's death. Some alchemists have devised methods to maintain the bone's strength after the creature's death, but because this material is only about as strong as iron and much more dangerous to harvest, armor and weapons made of beholder bone remain little more than curiosities.

Vascular and Digestive System

The most readily obvious set of internal organs make up the creature's digestive tract. The back of a beholder's mouth consists of a powerful sphincterlike muscle (1), opening into a short esophagus (2) and then into a large, flat stomach (3) that fills most of the hollow inside its lower jaw. Numerous smaller tubes that are similar to intestines (4) branch off from the stomach and coil up the back of the creature. As they continue to split, they carry the liquefied remains of a meal farther up into the body. Eventually, these intestines become as thin as hairs, and they coil around and through a large, fan-shaped organ (5) that contains hundreds of tiny, air-filled channels. This is the beholder's lung, and the channels constantly mix air with digested food to produce a frothy, pink fluid.

The lung itself is lined with powerful muscles that expand and contract rhythmically, drawing in and expelling air from the spiracles in a beholder's skin. From the lung, hundreds of thousands of fine arteries branch out to deliver the fluid mixture to the other organs. This runny material is pumped

through the creature's body by the pulsations of the lung. Once the nutrients and oxygen provided by the fluid are completely consumed, the waste liquid drains back into the beholder's cavernous maw. It is then expelled or, more often, it dribbles out in a constant stream of foul-smelling drool. A beholder that goes without food grows more lethargic as its body begins to dry out.

Anything a beholder finds indigestible is either vomited back up and spat out or slowly absorbed into the lining of its stomach and eventually embedded in the inside surface of its "skeleton."

Reproductive System

Beholders are gender neutral, and they become fertile only once in their lives. During this period (which happens within the first forty years of a beholder's life), the creature grows increasingly more erratic and paranoid in behavior. A strange ovoid organ (6) below the back of the creature's tongue grows large and swollen; this is the creature's womb. A typical beholder gestates up to twelve young in its womb over a period of nearly six months, during which time it grows more and more active and cantankerous. A pregnant beholder eats nearly four times its normal amount of food for the first four months of its term, storing up food reserves in its stomach, intestines, and even its lung. During the final two months, the creature's womb has swollen so large that its mouth becomes incapable of swallowing more food, and its tongue protrudes grossly from its maw. A beholder is at its most paranoid during this time and remains hidden in its lair until it gives birth.

The birthing of new beholders is a sight that few have witnessed, and by all accounts, it's something that even fewer would want to witness. When a brood comes to term, a beholder's jaw unhinges, and it regurgitates its womb out through the mouth. The creature bites the womb off, and it floats gently in the air. The young beholders are forced to chew their way out of the gory mass to freedom; they are capable of flight immediately, but their eye powers develop later in life. Although a beholder gives birth to up to a dozen young at once, only a handful survive. The parent observes its young and decides which look most like itself. The others are eaten by the ravenous parent, along with the discarded womb, and the surviving young are forced from the parent's lair within the hour to fend for themselves.

Central Nervous System

A beholder's intense magical power and energy are gathered and directed in the internal organs that comprise its nervous system and brain (7). Some theorize that beholders gather magical energy from the bodies of spellcasting creatures they've eaten, while others believe that they simply absorb ambient magic from the environment.

In fact, a beholder's vast store of magical power is directly connected to its eyes. Just as the creature's braided optic nerves transmit light to the brain to allow sight, so do the eyes transmit magic to the brain for storage and augmentation. A beholder can absorb magical energy by looking at spell effects in action, by observing magic creatures like constructs or spellcasters, by gazing upon ancient relics and minor magic baubles, and by simply reading or studying spellbooks. It can even absorb magic from watching its own eye rays, recycling the power back into its brain as it uses them.

The amount of magical energy the eyes absorb is miniscule; a beholder could study the same *magic missile* scroll nonstop for months before the study would render the scroll useless. The more powerful and permanent the magic is, the longer it takes to absorb. Further, beholders build up tolerances to magic of the same variety. A beholder would gain much less magical energy from studying a single pair of *winged boots* over the course of a week than it would from studying an entire library full of arcane tomes. A beholder that goes without a steady supply of new magic to study grows cantankerous and paranoid. More than any sense of greed, this forces the creature to hoard magic items as treasure or to seek out ruins, dungeons, and other repositories of powerful magic.

A beholder's brain is quite large. Much of it consists of two lobes that descend down to the left and right like horns. These are known as dweomerlobes, and it is here that magical energy is stored and amplified.

THE BEHOLDER'S MIND

A beholder's mind, like its body, is alien to the natural world and actually consists of two separate, independent minds. These minds can be categorized as the rational mind and the intuitive mind. Having two minds does not give a beholder any sort of tactical or magical advantage; if anything, it is perhaps the monster's greatest disadvantage.

The rational mind is a coldly logical machine that classifies information into forms and shapes that a beholder can assimilate. It stores plans, magical knowledge, personal rationalizations, memories, and goals.

The intuitive mind consists of what a beholder sees. It sorts what it observes to determine what can and cannot be passed on to the rational mind. Here, a beholder keeps suppressed memories and suppressed knowledge, details of past failures, and theories that would shatter its rational mind.

In the gulf that exists between a beholder's two minds lurk its paranoia and xenophobia. Beholders are considered to be insane, but not all beholders suffer from the side effects of having two minds. In some, their rational and intuitive minds work together to assimilate thoughts and plans without hiding truth and knowledge. These beholders are considered sane, and they can interact with other creatures in a nondestructive manner, although they remain just as capable of cruelty and sadism as the more common variety. (See Beholder Society, below, for more details.)

BEHOLDER LIFE

Theoretically, a beholder can live for more than a hundred years. In practice, though, only a few survive their first decade, since beholders spend their early years exploring and seeking a proper lair.

A newborn beholder possesses strong racial memories. Within minutes of emerging from the womb, it can speak the beholder language and already displays powerful xenophobic and intolerant attitudes. For these reasons, it is difficult for a beholder to become anything but evil.

Newborn beholders grow quickly. For the first few months of life, though, they are fairly helpless, since their eye rays take some time to develop. A beholder needs to spend several months observing magic before its eye rays develop fully. For beholders born in remote ruins or magic-filled dungeons, the proper development of their eye rays takes about two to three months. Until then, they keep low profiles and feed on smaller animals and beasts. In areas where magic is scarce, it can take up to a year for a beholder's eyes to absorb enough magic to properly fuel its powers.

Physically, a beholder reaches normal size and maturity at two years of age. Afterward, its growth continues at a much slower rate. In theory, a beholder becomes increasingly frail as it progresses beyond its ninetieth year. By the age of one hundred, its eyestalks begin to lose their powers and wither away. Only rarely do beholders live past the age of one hundred twenty. In practice, though, a beholder cunning and strong enough to survive attacks from powerful adventurers and other beholders finds a way to extend its lifespan with magic. If a beholder can stave off aging, it continues to grow slowly in size. Stories persist of immense beholders several hundred years old and nearly 20 feet in diameter.

THE BEHOLDER DIET

Despite its awesome power and magical might, a beholder remains at its core a physical being. It must eat and drink, and often these are its only vices and indulgences—apart from the intellectual pursuit of magical knowledge or the domination of lesser races.

A beholder is omnivorous and can gain sustenance from anything organic. A typical beholder must consume about 10 pounds of food and drink and at least 2 gallons of water per day. For beholders, the act of feeding and drinking is their greatest physical pleasure, and as such, they often consume far more than they need. For example, a beholder could eat a large fallen foe, consisting of up to 200 pounds of meat and several pints of blood, in one sitting. While this far exceeds what the creature needs for that day, it won't turn down any additional offers of food or drink that happen to present themselves.

Because a beholder's sense of taste is so atrophied, it finds satisfaction in the texture and visual qualities of the food. To a beholder, desirable food has an interesting texture (the combination of soft flesh and crunchy bones found in living creatures is considered a delicacy) or an interesting shape or color, since it can observe its food with its front eyestalks as it eats. For this reason, a beholder prefers colorful food over drab food.

Beholders find wine especially pleasing. Alcohol is one of the few tastes that beholders can experience, and this, combined with the colorful varieties of wine, make it an ideal beholder drink. A beholder's body processes alcohol very efficiently, so the quantity of wine required to intoxicate a typical beholder usually exceeds the amount available to drink. As a general rule, a beholder can imbibe well over 10 gallons of wine before getting drunk.

Since beholders often overeat, their bodies are capable of dealing with sudden gluts of food. A beholder's digestive system can store a large amount of material (600 pounds or more) inside the various folds of its stomach. The creature can process this stored food at the rate of about 20 pounds per day, during which time it need not eat (although it must still drink normally). Food in excess of this simply cannot be swallowed. Although a sated beholder might chew on food simply for the texture and enjoyment of eating, it allows the chewed food to drop from its mouth when the texture is gone.

A beholder's favorite foods include small live mammals, exotic mushrooms and other fungi, gnomes, beef, pork, colorful leafy vegetables, leaves, flower petals, insects, and birds.

BEHOLDER VARIANTS

Beholders are hateful creatures, and nothing inspires their hatred more than other beholders. In theory, a beholder could get along well enough with another beholder that looked similar to itself, but over time, beholders always find tiny imperfections in a companion that drive them to rage. Each beholder's physical characteristics are unique, and no beholder would regard another as anything other than an inferior, good only for food.

Physical differences are the most minor of variations among beholders. Two notable beholder variants, the elder orb and the hive mother, possess wildly different abilities from those of normal beholders. Beyond these are the myriad forms of beholderkin, true aberrations among the race. Creatures like gauths, overseers, and eyes of the deep are the subjects of wrath among true beholders, for they are similar enough in appearance and ability to be regarded as mockeries of the beholder self-image.

Elder Orb

One in every several hundred beholders is born with amazing longevity. These beholders are known as elder orbs, and the source of their longevity is hotly debated. The elder orbs themselves believe that it is proof that they embody the primal purity of the Great Mother. An elder orb is effectively immortal; it never grows senile or infirm from age and can live forever unless it perishes from violence or disease.

Elder orbs have statistics similar to those of standard beholders, although most have significantly advanced Hit Dice. All elder orbs have at least six levels of sorcerer. They favor spells without material components (or take the Eschew Materials feat), but they can easily produce a spell's somatic components with their eyestalks. Elder orbs never summon familiars. Naturally, they must close their central eye when casting spells.

When an elder orb reaches venerable age, it stops losing physical ability score points for increasing age but continues to gain mental ability score points. The cumulative effect of middle age, old age, and venerable age therefore modify the elder orb's ability scores as follows: –3 Str, –3 Dex, –3 Con, +3 Int, +3 Wis,

and +3 Cha. Elder orbs have enough additional racial Hit Dice that their size increases to Huge; this helps offset their lower Strength and Constitution scores, but, in the end, elder orbs are less agile than standard beholders.

Hive Mother

Even rarer than elder orbs are hive mother beholders. Although their name implies a feminine gender, these beholders are as gender-neutral as typical members of their species. Their name stems more from the fact that they have the ability to magically *dominate* other beholders. Hive mothers form large communities of beholders to serve them. This is how beholder cities originate; left to their own devices, beholders would rather slay their kin than live in harmony with them.

Hive mothers are universally larger and fiercer than typical beholders. For hive mother statistics, see page 135.

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Death Tyrant

These truly reprehensible creatures are undead beholders akin to zombies, though they retain some innate magical abilities. These creatures are used by powerful wizards as guardians; they are almost never encountered near other beholders, who find them abhorrent. Death tyrants are detailed on page 309 of the Forgotten Realms® *Campaign Setting*.

An elder orb is a foe to be feared

Beholderkin

A vast number of beholderkin exist. Not true beholders, these creatures do not share the race's xenophobia, although most are still quite evil and cruel in nature. True beholders consider beholderkin to be abominations.

The death kiss, eyeball, and gouger are detailed in *Monsters of Faerûn*. The gauth is detailed in the *Monster Manual*. For statistics for the director, eye of the deep, overseer, and spectator, see Chapter 8.

Death Kiss: This creature's eyestalks are replaced with blood-draining tentacles, and its body roils with a powerful electric aura.

Director: A director is often found dwelling in a beholder community led by a hive mother or an overseer. It has six eyestalks and three clawed tentacles with which it bonds with monstrous vermin mounts.

Eye of the Deep: An eye of the deep rarely comes into conflict with true beholders, for this aquatic variant dwells deep underwater. It has only two eyestalks, but its massive pinchers make it a dangerous combatant.

Eyeball: An eyeball is a Tiny beholderkin with four eyestalks; they are popular familiars in some wizardly and sorcerous circles.

Gauth: Easily the most common of the beholderkin, a gauth has six eyestalks and a central eye that can stun its enemies.

Gouger: A gouger's ten eyestalks are magically useless. Its central eye retains the antimagic properties of true beholders, and four small legs hang from the creature's underside. A gouger's most hideous feature, though, is its long, barbed tongue, which is adept at temporarily neutralizing beholder eyestalks.

Overseer: An overseer is the most dangerous of the known beholderkin. Rivaling the power of a hive mother, an overseer resembles nothing so much as a large, fleshy tree with mouths on its trunk and eyes on its branches.

Spectator: A spectator is an extraplanar beholderkin with four eyestalks. Somewhat mild and even-tempered, spectators have even been known to form friendships with other creatures, a trait that no other beholderkin or true beholder ever displays.

BEHOLDER MAGE

A normal beholder can become a wizard or sorcerer. The more ancient beholders are powerful arcanists (see Elder Orbs, above) that have used magic to extend their lifespans. Nevertheless, two practical limitations keep beholders from becoming spellcasters. First, their lack of hands makes it hard for them to use large numbers of spell components. Second, their central eye's antimagic cone makes the study and use of arcane magic difficult.

However, an increasing number of beholders are embracing a practice once held to be vile and unthinkable to their kind. Through ritual destruction of its central eye, a beholder can learn to channel and use magic much more quickly and efficiently than can almost any other race. These are the members of the beholder mage prestige class, and the power they wield is truly impressive.

Entry Requirements

Race: True beholder (beholderkin cannot become beholder mages).

Special: Must put out central antimagic eye.

CLASS FEATURES

All the following are class features of the beholder mage prestige class.

Spells: A beholder mage gains the ability to cast arcane spells. These spells are drawn from the sorcerer/wizard spell list. At 1st level, a beholder mage masters all the cantrips detailed in the *Player's Handbook* and also knows two 1st-level spells. Each time it gains a level, it automatically learns two more spells of any level it can cast.

To learn or cast a spell, a beholder mage must have an Intelligence score equal to at least 10 + the spell level. The Difficulty Class for a saving throw against a beholder mage's spell is 10 + the spell level + the beholder mage's Intelligence modifier. A beholder mage's spells function at a caster level equal to twice its beholder mage level.

A beholder mage can cast only a certain number of spells of each spell level per day. Its base daily spell allotment is given in Table 3–1. In addition, it receives bonus spells per day if it has a high Intelligence score.

A beholder mage combines the best of two worlds; it can learn new spells as a wizard can, and there is no upper limit to the number of spells it can learn and know. However, it casts its spells on the fly like a sorcerer. A beholder mage of high level typically knows a huge number of spells and can call upon any one of them at any time, providing it has a spell slot open of the appropriate spell level.

Starting at 1st level, whenever a beholder mage gains the ability to cast a new level of spells, it must sacrifice the use of its eye rays from one of its ten small eyestalks. From then on, that eyestalk casts spells of that level and is referred to as a spell-stalk. At 10th level, all of its eyestalks are spell-stalks.

As with its eye rays, casting a spell from a spell-stalk is a free action (although a single spell-stalk can cast only one spell per round). The spell is technically considered a cast spell (as opposed to the use of a spell-like ability), and thus the act of casting provokes attacks of opportunity normally. A spell cast from a spell-stalk otherwise resolves normally; unlike an eye ray, it does not need to make a ranged touch attack to successfully strike a target (unless the spell itself requires a touch attack). The standard beholder limitation against turning more than three eyestalks in any particular direction (that is, forward, backward, left, right, up, or down) still applies.

Beholder mages do not require material components to cast their spells. The ruined central eye acts as an arcane focus for

KULARKUTHAN, ELDER ORB

Kularkuthan is a particularly ancient beholder elder orb with formidable sorcerous skill. It would make an excellent primary villain for a long campaign against a powerful beholder cult; the elder orb's high Intelligence score and impressive Charisma score make it a natural leader.

Kularkuthan: Beholder elder orb sorcerer 16; CR 27; Huge aberration; HD 20d8+180 plus 16d4+144; hp 454; Init +4; Spd 5 ft., fly 30 ft. (good); AC 39, touch 13, flat-footed 39; Base Atk +23; Grp +33; Atk or Full Atk +22 ranged (eye ray) and +23 melee (2d6+3, bite); Space/Reach 15 ft./10 ft.; SA eye rays, spells; SQ all-around vision, antimagic cone, darkvision 60 ft., flight; AL LE; SV Fort +22, Ref +13, Will +26; Str 15, Dex 11, Con 28, Int 23, Wis 19, Cha 31.

Skills and Feats: Bluff +49, Concentration +33, Diplomacy +12, Disguise +10 (+12 acting), Hide +23, Intimidate +12, Knowledge (arcana) +45, Knowledge (the planes) +16, Listen +29, Search +33, Spellcraft +45, Spot +38; Agile Tyrant†, Alertness[B], Disjunction Ray†, Empower Spell, Eschew Materials, Extend Spell, Flyby Attack, Focused Antimagic†, Great Fortitude, Improved Initiative, Iron Will, Maximize Spell, Metaray†, Weapon Focus (eye ray).

†New feats described on pages 44–45.

Languages: Beholder, Common, Undercommon, Draconic, Infernal, Dwarven.

Eye Rays (Su): Each of a beholder's ten small eyes can produce a magical ray once per round as a free action. During a single round, a beholder can aim only three eye rays at targets in any one 90-degree arc. Each eye ray resembles a spell cast by a 13th-level caster, with a range of 150 feet and a save DC of 30. See the *Monster Manual,* pages 26–27.

All-Around Vision (Ex): Beholders are exceptionally alert; their eyes give them a +4 racial bonus on Spot and Search checks, and they can't be flanked.

Antimagic Cone (Su): A beholder's central eye continually produces a 150-foot cone of antimagic that functions just like an *antimagic field* (caster level 13th). Once each round, during its turn, the beholder decides whether the cone is active or not.

Flight (Ex): A beholder's buoyancy allows it to fly and grants it a permanent feather fall effect (as the spell) with personal range.

Spells Known (6/9/9/8/8/8/8/6/4 per day; caster level 16th): 0—*arcane mark, daze* (DC 20), *detect magic, ghost sound* (DC 20), *mending, message, ray of frost* (+21 ranged touch), *read magic, touch of fatigue* (+21 melee touch, DC 20); 1st—*alarm, identify, magic missile, ray of enfeeblement* (+21 ranged touch), *unseen servant;* 2nd—*detect thoughts* (DC 22), *eagle's splendor* (DC 22), *Melf's acid arrow* (+21 ranged touch), *mirror image, scorching ray* (+21 ranged touch); 3rd—*arms of plenty*†, *fireball* (DC 23), *ray of exhaustion* (+21 ranged touch, DC 23), *undulant innards*†; 4th—*arcane eye, dimensional anchor* (+21 ranged touch), *enervation* (2) (+21 ranged touch); 5th—*cone of cold* (DC 25), *feeblemind* (DC 25), *teleport*, *wall of force;* 6th—*legend lore, planar binding* (DC 26), *true seeing*; 7th—*prismatic spray* (DC 27), *project image* (DC 27); 8th—*polar ray* (+21 ranged touch).

†New spells described in Chapter 9.

Possessions: bracers of armor +8, ring of protection +5, ring of wizardry (IV), amulet of health +6, lens of ray doubling† (worn on *flesh to stone* eye and with 5 charges remaining), two *lenses of ray widening*† (one worn on disintegrate eye and with 4 charges remaining, one worn on finger of death eye and with 6 charges remaining). Kularkuthan has read a *tome of leadership and influence +5;* his +5 inherent bonus to Charisma is included in the statistics block above.

†New magic item described on page 46.

all the creature's spells. If a spell normally requires a material component that carries with it a gold-piece cost, the beholder mage instead spends a number of experience points equal to one-fifth of the normal gold-piece cost (minimum of 1 experience point). The somatic components of a beholder mage's spells are supplied by the weaving and waving of its spell-stalks. The verbal component of a beholder mage's spells is the creature's special spellcasting song. The song takes effort; a beholder mage that is casting spells cannot speak or use its mouth to do anything else that round, including making bite attacks.

Arcane Hands (Su): A beholder mage develops the ability to manipulate objects as if with a *mage hand* spell. This ability is constantly active and can not only manipulate objects but also use magic items like wands, staffs, rods, and some wondrous items (like a *bag of tricks*). The hand cannot activate items that must be worn to utilize an effect (such as a *helm of brilliance*).

A beholder mage's arcane hand has an effective Strength score equal to the creature's beholder mage class level. An arcane hand can be used to perform any attack or defensive action for which a regular hand can be used. Using an arcane hand to make an unarmed strike provokes attacks of opportunity unless the beholder mage has the Improved Unarmed Strike feat. Theoretically, a beholder mage with monk levels could use its arcane hand for its unarmed attacks.

Ocular Transformation (Su): At 10th level, a beholder mage's ruined central eye undergoes a supernatural transformation and can absorb magic energy directed at the beholder. This grants the beholder spell resistance equal to its Hit Dice +5 (maximum spell resistance of 30).

If the creature's spell resistance succeeds in preventing the effect of a spell, its central eye begins to glow with red light equivalent to that of a torch. While it glows, the eye no longer grants spell resistance. In order to regain spell resistance, the beholder must spend a full-round action to absorb the energy stored in the eye. At the end of the full-round action, the eye stops glowing, and the beholder's spell resistance is again effective.

Absorbing the energy stored in the eye does not provoke attacks of opportunity, and it heals the beholder of 5 points of damage per spell level absorbed. Hit points gained in excess of the beholder's normal maximum are lost.

Table 3–1: The Beholder Mage **Hit Die: d4**

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells Per Day 0	1st	2nd	3rd	4th	5th	6th	7th	8th	9th
1st	+0	+0	+0	+2	Arcane hands	6	3	—	—	—	—	—	—	—	—
2nd	+1	+0	+0	+3	—	6	5	3	—	—	—	—	—	—	—
3rd	+1	+1	+1	+3	—	6	6	5	3	—	—	—	—	—	—
4th	+2	+1	+1	+4	—	6	6	6	3	—	—	—	—	—	
5th	+2	+1	+1	+4	—	6	6	6	6	5	3	—	—	—	—
6th	+3	+2	+2	+5	—	6	6	6	6	6	5	3	—	—	—
7th	+3	+2	+2	+5	—	6	6	6	6	6	6	5	3	—	—
8th	+4	+2	+2	+6	—	6	6	6	6	6	6	6	5	3	—
9th	+4	+3	+3	+6	—	6	6	6	6	6	6	6	6	5	3
10th	+5	+3	+3	+7	Ocular transformation	6	6	6	6	6	6	6	6	6	5

Class Skills (2 + Int modifier per level): Appraise, Concentration, Craft (alchemy), Decipher Script, Knowledge (any), Speak Language, Spellcraft, and Use Magic Device.

BEHOLDER FEATS

Beholders are highly intelligent creatures with an ancient history, so it should come as no surprise that they have developed unique feats to further enhance their already formidable abilities.

AGILE TYRANT

A creature with this feat develops longer, more flexible eyestalks than its kin. This extra flexibility allows it to bring additional eye rays to bear against its foes.

Prerequisite: True beholder or beholderkin.

Benefit: The creature can direct an extra eye ray into a single 90-degree arc.

BANE OF THE UNCLEAN

A creature with this feat hates aberrant beholders so strongly that it gains bonuses when fighting them.

Prerequisite: True beholder or must have aberration as a favored enemy.

Benefit: The creature gains a +2 morale bonus on attack rolls, weapon damage rolls, touch Armor Class, and saving throws when fighting a beholderkin.

Special: If the creature is a true beholder, the benefits of this feat apply to other true beholders as well as to beholderkin.

DISINTEGRATION FINESSE

A creature with this feat can use disintegrate effects to affect smaller, more exacting areas.

Prerequisites: Dex 13, ability to cast *disintegrate* as a spell or use it as a spell-like or supernatural ability.

Benefit: When the creature uses disintegrate on a target, it can elect to disintegrate only portions of the target. Against living targets, it still does the normal amount of damage, but any parts of the target it wishes to spare remain unaffected by the spell. The creature could, for example, disintegrate only a target's skeleton, leaving its skull untouched. It also can voluntarily reduce the amount of damage dealt.

Against nonliving targets, the creature can use disintegrate to sculpt and reshape the object in any manner desired, as long as the result is no larger in volume or size than the original

object. The quality of the result is determined by a Craft (sculpting) check.

Normal: A disintegrate effect destroys all of a slain creature, an entire object, or one 10-foot cube of nonliving matter.

Special: If your campaign uses the Damage to Specific Areas variant rule on page 27 of the *Dungeon Master's Guide*, a creature with this feat can disintegrate a single part of a target's body, such as its hand, arm, head, eyes, ears, feet, legs, and so on, as long as the target is not killed outright by the damage caused by the spell.

DISJUNCTION RAY

A beholder with this feat can narrow its antimagic cone down to an eye ray that disjoins magic.

Prerequisites: Cha 19, Focused Antimagic, beholder with functional antimagic ability.

Benefit: As a standard action, the creature can reduce the cone-shaped area of effect of its central eye's antimagic cone down to a razor-thin eye ray. If the creature hits a magical effect or magic item with this narrowed eye ray, it disjoins the effect or item as if it had cast *Mordenkainen's disjunction* on the effect or item.

Beholders avoid using this narrowed ray on magic items since the destruction of a magic item also destroys a potential source of magic that could be used to charge their dweomerlobes.

FOCUSED ANTIMAGIC

A beholder with this feat can focus the antimagic of its central eye to target a single person or object.

Prerequisite: Beholder with functional antimagic ability.

Benefit: The creature can reduce the cone-shaped area of effect of its central eye to target a single creature or object. The target must be within range of its normal cone-shaped effect (150 feet).

METARAY

A beholder with this feat can apply the effects of metamagic feats to its eye rays.

Prerequisites: True beholder or beholderkin, at least one metamagic feat.

Benefit: Once per round, as a standard action, the creature can enhance one of its eye rays with the effect of a metamagic feat that it possesses. Enhancing an eye ray in this manner burns the eyestalk out for a number of rounds equal to the amount by which the metamagic would normally increase a spell level. Since firing an eye ray that hasn't been enhanced with metamagic is a free action, the creature still can use its other eye rays in a round in which it enhances one ray with metamagic.

For example, if a beholder had the Maximize Spell feat and the Metaray feat, it could take a standard action to fire a maximized inflict moderate wounds eye ray that would cause 26 points of damage on a hit. Its inflict moderate wounds eyestalk would then not be usable for the next 3 rounds.

Special: The creature cannot use this ability with a metamagic feat that would increase the level of a spell by more than three levels.

SKILLED TELEKINETIC

A creature with this feat becomes so skilled with its *telekinesis* ability that it can manipulate and use magic items via telekinesis.

Prerequisite: Ability to use telekinesis as a supernatural ability.

Benefit: As a standard action, the creature can use its telekinetic power to trigger a command word, spell completion, or spell trigger magic item as long as the item is unattended and the creature would normally utilize the item when holding it. The magic item must be within reach of the creature's *telekinesis* ability, the creature must have line of sight with its target, and the creature must have line of effect between the magic item and the target. The item must otherwise fulfill all the requirements for manipulating an object via *telekinesis* (such as weight).

BEHOLDER MAGIC

Although they are naturally potent adversaries, beholders understand the value of augmenting their capabilities with additional magic. Yet beholders are not known for their skill or even their interest in creating magic items. Therefore, most of a beholder's magic gear has been stolen from others.

Since most magic items are crafted by humanoids, a beholder cannot use all of the items it finds. Still, it hoards weapons, armor, cloaks, boots, gauntlets, and similar magic items so it can study them to charge its dweomerlobes.

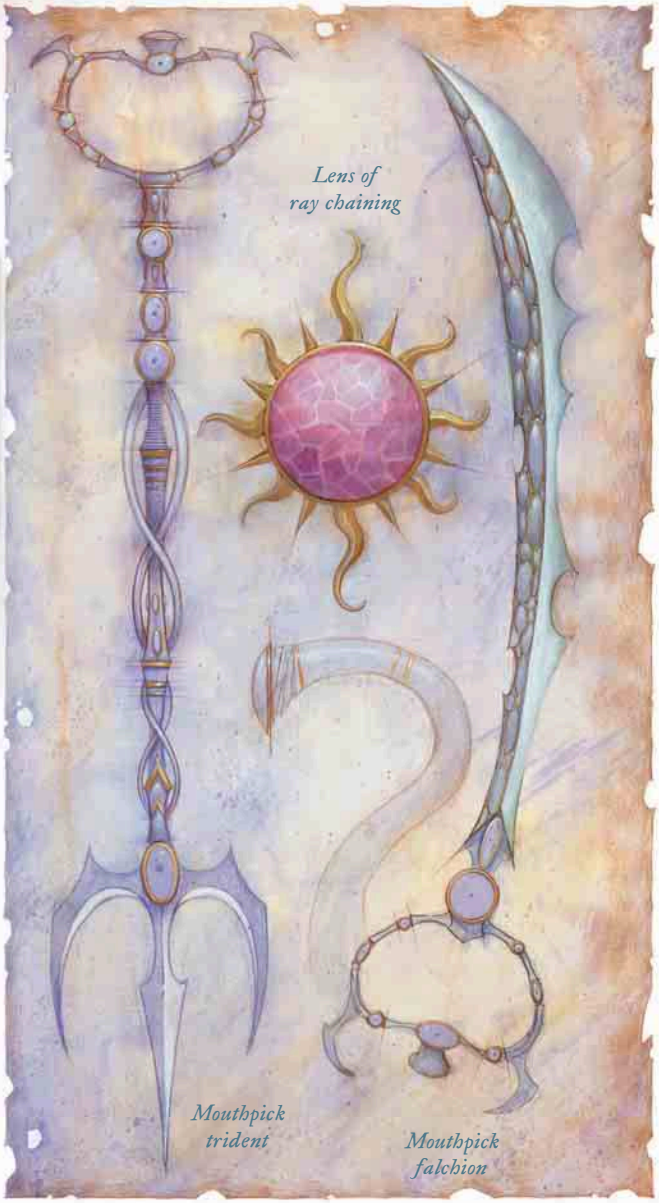
A creature with a beholder-shaped body can wear the following magic items:

- One headband, hat, or phylactery on the body. A beholder can only wear a helmet specially designed to fit over the creature's entire body.
- Three pairs of eye lenses or goggles over the central eye and up to two eyestalks (one pair per eye or eyestalk).
- Three amulets, brooches, medallions, necklaces, periapts, or scarabs on up to three eyestalks (one item per eyestalk).
- One belt worn about an eyestalk.
- One pair of bracers or bracelets on a pair of eyestalks.
- Up to three rings on up to three eyestalks (one ring per eyestalk).

Beholders cannot wear vests, vestments, shirts, robes, suits of armor, cloaks, capes, mantles, gloves, gauntlets, boots, or shoes.

Beholder mages and elder orbs are exceptions to the rule that beholders do not create magic items. Some of the items fashioned by these powerful creatures are among the treasures sought after by their lesser kin and adventurers alike.

Lens of Ray Chaining: This small lens can be affixed over a beholder's eyestalk and held in place by suction and the



Illus. by W. England

creature's eyelid. An eye ray shot from an eye wearing a *lens of ray chaining* is enhanced so that it jumps from the initial target to a second target within range of the user's actual location. If the ray misses its initial target, it does not jump to a new target. A spellcaster can use a *lens of ray chaining* as an additional focus component to chain a ray spell as long as he holds the lens in one hand. A *lens of ray chaining* shatters into ruin after it is used nine times.

Strong universal; CL 15th; Craft Wondrous Item; Price 11,000 gp; Weight 1 lb.

Lens of Ray Doubling: This magic lens functions as a *lens of ray chaining*, except that it instead splits any ray shot through it into two rays. The user can direct the rays at the same target (affecting it twice) or at two different targets, as long as the two targets are no more than 30 feet apart.

Strong universal; CL 15th; Craft Wondrous Item; Price 16,000 gp; Weight 1 lb.

Lens of Ray Extending: This magic lens functions as a *lens of ray chaining*, except that it instead doubles the range of any ray shot through it.

Strong universal; CL 15th; Craft Wondrous Item; Price 2,500 gp; Weight 1 lb.

Lens of Ray Widening: This magic lens functions as a *lens of ray chaining*, except that it instead widens any ray shot through it into a cone-shaped effect. The user no longer rolls to hit a target with the ray. Instead, any creatures caught in the cone-shaped area must make a DC 15 Reflex save to avoid the effect of the ray entirely. Each target in the area that fails to save is affected as if struck fully by the ray. This widening magic dilutes the original strength of the ray; creatures affected by the cone gain a +2 bonus on any saving throws made to resist or negate the actual effect of the ray. When widened, rays that normally affect objects (such as a disintegrate ray) now affect only creatures, unless the ray deals some form of energy damage, in which case objects automatically make their saving throw against the damage caused by the attack.

Strong universal; CL 15th; Craft Wondrous Item; Price 32,000 gp; Weight 1 lb.

Mouthpick Weapon: Although most beholders are content with the vast power afforded by their eye rays and antimagic cone, some revel in the act of melee combat and enjoy the sensation of crushing bone and cutting flesh. For these beholders, a mouthpick weapon is a valued treasure indeed.

Mouthpick is a weapon quality that can be added to any melee weapon. The weapon must be of a size the beholder would normally use, or it takes a penalty for using an awkwardly sized weapon. Mouthpick weapons are of Large size.

Only creatures with a natural bite attack can wield a mouthpick weapon. A mouthpick weapon looks similar to a normal weapon, but when a qualifying creature places the handle of the weapon in its mouth, the handle writhes and transforms into a shape that can be wielded easily in the creature's jaws. The creature's natural bite attack is now replaced by the weapon attack; if the creature has a sufficiently high base attack, it can even gain additional attacks with the mouthpick weapon. While wielded in a creature's mouth, the weapon automatically grants the creature proficiency in its use.

Recently, mouthpick weapons have begun to gain favor among other creatures that lack hands but have a natural bite attack. They are particularly useful to druids who wish to continue wielding their favorite weapon while in a wild shape form.

Moderate transmutation; CL 9th; Craft Magic Arms and Armor, *fabricate*; Price +1 bonus.

Sphere Mirror: This large pane of glass measures 10 feet tall by 5 feet wide. The item's name, which seems at odds with its rectangular shape, actually refers to the spherical shape of a beholder's body.

The glass surface of the *mirror* does not reflect light, and, viewed under normal circumstances, it seems like little more than an empty metal frame. The magic of the glass perfectly reflects the image of any beholder that looks into it, up to a range of 60 feet. The image is so perfect that it is very likely to

be mistaken for a live beholder; a DC 30 Spot check reveals the truth but offers no additional protection from the beholder's eye rays.

A beholder can reflect and amplify any of its eye rays off the surface of the *mirror*, effectively firing the ray from the location of the *mirror* rather than from its eye. The beholder needs line of sight to the *mirror*, but not line of effect. If it fires a ray at an object it cannot see from its actual location or the *mirror*'s location, the target gains the benefit of total concealment. It is possible for a beholder to redirect its eye ray attacks around numerous corners if multiple *sphere mirrors* are used, as long as no two *mirrors* are more than 60 feet apart. A beholder must use a standard action to focus on a *sphere mirror*, and can use only one eye ray per round when employing this magic item. Attacks made against the beholder's reflected image do not harm the beholder, although they might damage the *mirror* itself, which has hardness 10 and 30 hit points.

A beholder cannot use a *sphere mirror* if its central eye is open.

Strong illusion; CL 13th; Craft Wondrous Item, *project image*; Price 91,000 gp; Weight 20 lb.

BEHOLDER SOCIETY

Although beholders are dangerous, powerful creatures, one factor above all others has played a key role in preventing them from establishing dominance over large portions of the world. Beholders are, by any definition of the word, insane. Spawned from an insane deity and spending all their days filled with hate and wrath, beholders have minds that are as fragmented as any intelligence can be. This insanity does not breed chaos; rather, it drives each beholder to adhere to a strict pattern that forces it to consider all other forms of life inferior and insulting.

As a result, beholders are hateful and aggressive in their relations with all other creatures. Ironically, it is toward other beholders (and especially beholderkin) that this hatred is the strongest. A beholder typically views nonbeholders as a necessary evil—stock to gather and command in its never-ending quest to eradicate other beholders and their ilk. Although a beholder is completely logical and organized in its efforts, its goals remain insane.

RELIGION

Beholders almost never become clerics. They lack the interest to devote their lives to higher powers, and in truth, their minds simply cannot conceive of doing so. The fact that their antimagic eye disrupts their own magic is another reason they avoid the clerical path. Yet beholders are not atheists; they live every moment in constant devotion to an ageless entity known as the Great Mother.

From birth, beholders know that they came not from their parent, who disavows them and turns on them as an enemy, but from an ancient being known as the Great Mother. To beholders, the Great Mother epitomizes the truth. All else is imperfection, and as a result, each beholder strives to become as perfect in mind and body as the Great Mother. Each beholder vividly recalls its birth not as the event occurred, but as if it had been spawned personally by the Great Mother herself. Each beholder also believes to the core of its being that it personifies the closest approximation the flesh can hope for in replicating the true majesty of the Great Mother. All others are pretenders that must be destroyed, for each moment that another beholder lives is an insult to the Great Mother. To a beholder, there is no greater way to demonstrate its faith than to slaughter and kill.

LANGUAGE

All beholders can speak Common, mostly so they can interrogate and menace anyone they capture alive. Beholders find it crude and debasing to speak in this language (or any other nonbeholder language), as if the mere act of speaking in another creature's language acknowledges that race's creativity and intelligence. For this reason, beholders prefer to speak in their own native tongue.

The language of beholders is difficult, but not impossible, for humanoids to understand and speak. Beholder is a guttural language that incorporates plenty of lip-smacking, gurgling, and slobbering. A lengthy conversation between two beholders that don't immediately try to kill each other can quickly douse the surrounding area with drool and worse.

Strangely, the beholder language does not include a word for the name of their species. The term "beholder" is an appellation granted to the race by those they deem inferior. Each beholder finds the idea of belonging to a beholder "race" disgusting, assuming that it is a one-of-a-kind representation of the Great Mother. On the rare occasion that one beholder befriends another, it typically refers to the other by its own name, perhaps the greatest way it can respect another.

Beholder names are long, complicated, and slobbery to pronounce; a beholder typically names itself within the first year of its life. Sample beholder names include Blorghathus, Gazriktak, Irixis, Ixahinon, Khuxristul, Kreskalat, Murlbalbluthk, Qeqtoxii, Sespetoxri, Sikrewxes, Vhalantru, Xanathar, Zommist, and Zulnethrak. Rarely, a sane beholder that establishes itself as the leader of a guild of lesser beings adopts a more easily pronounceable name formed in the language of its minions. Sample names of this type include Cinderglare, Eyebiter, Gobblegut, Manglecramps, Orbius, and Slatherjaw.

RELATIONS WITH OTHER CREATURES

A beholder (sane or otherwise) tends to place members of nonbeholder species in one of five categories.

Powerful: The creature in question is something that the beholder admits is equally powerful or even more powerful than itself. This category is by far the smallest, and beholders avoid these creatures completely rather than confront them. Examples include storm giants, outsiders with more than 16 Hit Dice, powerful liches or vampires, most dragons, and deities.

Dangerous: This category includes creatures that the beholder admits can cause it grievous injury or disrupt its

carefully laid plans. These creatures have information that a beholder needs or access to items it covets, and thus the beholder seeks to capture, subjugate, and eventually destroy the creature as efficiently as possible. Examples include humanoids, intelligent undead, mind flayers, aboleths, and outsiders with 12 to 16 Hit Dice.

Usable: These creatures pose little threat to a beholder, but they possess useful abilities that a beholder can benefit from if it can *charm* them. Examples include goblinoids, giants, grell, neogi, and outsiders with fewer than 12 Hit Dice.

Inferior: These creatures offer nothing of interest to a beholder and are simply annoying. Beholders prefer to enslave or destroy them but don't normally go out of their way to do so. Examples include elementals, nonintelligent undead, constructs, fey, vermin, and sentient plants.

Inconsequential: These creatures offer nothing to a beholder but a convenient source of food. Examples include animals and magical beasts.

Relations with Other Beholders

A beholder's typical reaction to encountering another beholder is rage. If possible, the beholder directs its minions to attack the other beholder and kill it, but sometimes this tactic isn't the best one available. In such a case, the beholder is driven to attack the other beholder personally.

Of all creatures, a beholder is perhaps the most invulnerable to others of its kind, due to its antimagic cone. A combat between two beholders is savage and ruthless, especially if the terrain doesn't allow one an advantage over the other. A beholder that is able to ambush another can end the fight quickly.

When two beholders meet on equal ground, each rotates quickly enough to keep its enemy in the area of its antimagic cone. Thus, the encounter rapidly degenerates into a frenzied battle of flashing teeth and tearing flesh. Each beholder uses Flyby Attack to swoop in, bite its enemy, and then retreat to a point where its foe cannot escape its cone of antimagic with a single move action, forcing the foe to take two moves to escape the antimagic or retaliate in a similar swoop-bite-retreat tactic. Sometimes, a beholder can use the surrounding terrain to turn the tide of battle in its favor by using its eye rays to attack its enemy indirectly. For example, a beholder could use disintegrate rays to drop trees or cave in a roof on an enemy, or it could use its telekinesis eye ray to hurl objects at its enemy. (If the beholder uses the violent thrust form of *telekinesis*—that is, using magic only to launch the object, which thereafter moves of its own accord as if it had been thrown—the object maintains its velocity and trajectory even after it enters an antimagic cone.)

In the exceedingly rare cases where more than two beholders meet, the resulting melee is proportionally more savage and destructive. Beholders in such a fight team up against the one that looks the most unusual. The beholders form groups based on their similar physical features and work together to nullify the others. As each beholder falls, the groups reorganize so that the next most unique-looking beholder is the common target.

SANE BEHOLDERS

Not all beholders are insane, solitary creatures with little more on their minds than slaughter. Just as other races have members who simply can't abide by the rules of their society, so too do beholders have outcasts. From a humanoid viewpoint, these outcasts are the few sane beholders. These creatures maintain a hatred of other beholders, but this is a hatred born of fear rather than intolerance. A sane beholder understands that others of its kind view it as the greatest threat of all, and it seeks out places that other beholders shun. In other words, these beholders live in the societies and cities of other races.

Although these beholders might be considered sane, most remain evil to the core. They know that they are objects of fear to other races and take pains to establish their lairs in secret underground chambers below a city. They make use of their charm person and charm monster eye rays to build a small army of loyal minions from the local population, and before long, they establish themselves as the shadowy leaders of new organizations. Many of these groups function as thieves' guilds, with the beholder running the show behind the scenes or through a carefully selected proxy. Other beholder-driven groups might include religious organizations, bard colleges, wizardly schools, or even the government of a small city.

The most common form of organization, of course, is the beholder cult. These cults consist of a single beholder that *charms* a number of minions, who then take to worshiping the beholder as a deity. Beholders find that being worshiped is an excellent path to self-satisfaction and delight, and they encourage such behavior in their minions. In many cases, a beholder keeps only a few select cult leaders charmed, and these leaders guide and influence the main body of the cult. That way, cult members worship the beholder voluntarily, without being coerced into doing so by magic, which beholders find most rewarding.

Some beholder cultists go so far as to gouge out a portion of their own forehead and graft in a beholder's eye during a foul ritual dedicated to the Great Mother. These people become clerics of the Great Mother, after a fashion, even though they themselves are not beholders. Known as ocular adepts, they represent the most devoted, and thus most dangerous, of beholder cultists. Often, an ocular adept runs an entire cult and is allied with a beholder that might not live nearby at all. In some cases, a dozen or more ocular adepts based in as many cities might all follow the same beholder. The beholder selects the location of the most powerful cult as a base of operations and rules the other branches by proxy. The ocular adept is detailed in full in the Forgotten Realms supplement *Faiths & Pantheons*, but a sample ocular adept appears in the "Cult of the Hungry Eye" adventure at the end of this chapter.

In rare circumstances, sane beholders pool their resources and work together to accomplish a common goal. Such a grouping of beholders is called a beholder cluster and consists of anywhere from two to six of the creatures. Because beholders are asexual and have little need for physical companionship, these clusters are almost always focused on dominating inferior

races or gathering new magic sources for study. A beholder cluster becomes the prevailing force in the region and, if left alone, can eventually challenge the rule of nations.

Even beholder clusters do not represent the most dangerous aspect of beholder society. For this, one need look no further than the dreaded beholder hives.

HIVES AND HIVE CITIES

One of the most terrifying manifestations of beholder society is a beholder hive. It is not unheard of for similarly shaped beholders to live in close proximity to one another, cooperating to build incredible and alien cities in the far corners of the world.

The existence of beholder hive mothers and overseers makes these gatherings possible. These thankfully rare creatures possess a supernatural ability to command and dominate other beholders. Hive mothers are powerful beholders said to have been spawned directly from the shuddering folds of the Great Mother herself. Overseers are horribly mutated creatures that only superficially resemble the original beholder stock from which they sprang. Both can organize a large collection of beholders to work toward a common goal.

The appearance of a beholder hive varies wildly. Some are little more than tangled underground mazes of chambers and circular passageways carved by a multitude of disintegrate eye rays, while others are fantastic cities of alien, disturbing architecture. These hive cities are built by *charmed* minions, with finishing touches by particularly artistic beholders that use their disintegrate eye rays to carve sculptures from solid stone or metal.

A beholder hive's population depends on the nature of its leader. An overseer can command only a relatively small number of beholders at once, and thus its hive consists of only twenty or so beholders and beholderkin. These hives are typically underground warrens.

A hive ruled by a hive mother, on the other hand, has no limit to its size. Such a hive usually even incorporates a few overseers (all under the hive mother's control, of course). These hives are more on the scale of cities, and although they are often found in underground regions, a rare few appear in remote regions on the surface. The primary goal of a hive mother that rules a hive city is almost always the collection of other beholders and beholderkin; hive mothers believe that they themselves are the chosen of the Great Mother and must work to bring unity and order to the beholder race. Other beholder cities ruled by rival hive mothers are their greatest enemies, for they represent all that is tainted and wrong about the beholder race. Once all other hive cities are destroyed or assimilated, the surviving hive mother can turn its vast resources to the other races of the world and begin the final cleansing to prepare for the Great Mother's return.

A typical hive city has a population that breaks down roughly as follows:

- 1 hive mother
- 2 to 4 overseer beholderkin
- 6 to 12 director beholderkin (each with a bonded vermin mount, usually Huge monstrous centipedes)
- 11 to 30 beholders
- 5 to 15 gauths
- 3 to 8 beholderkin guardians (death kisses or gougers)
- 12 to 24 gas spores (see page 148), used almost like traps at the outer city perimeters
- 30 to 120 charmed minions (these can be of any of the races that are dominant in the region)

Of course, these numbers represent only the average population of a hive city. Particularly massive hive cities are reputed to be located in the deepest underground reaches or the farthest corners of the world.

Life for a beholder in a hive city is an unusual prospect. The hive mother knows at all times where its commanded minions are, and even if this command is disrupted (by the antimagic eye of another beholder, for example), the beholders do their best to maintain a civil air, for to disrupt the city is to invite the terrible wrath of its ruler. Yet even a hive mother is incapable of directing an entire hive. It allows favored beholders or overseers to rule its city as a council of sorts. All city activities are directed by this council, and the hive mother

WHY DON'T BEHOLDERS DISINTEGRATE THE WORLD?

This question has haunted sages and adventurers, in particular the famed half-elf scholar Odiit Tenrest. In his famous speech about beholders, delivered to students in the Mages' Guild some years ago, Tenrest put forth his theories on the matter.

Tenrest wondered why these horribly powerful creatures, capable of using great magic virtually at will, haven't used these abilities in a more obvious show of force. Sure, beholders are more concerned with fighting others of their kind, but certainly there must be at least a few that would use their disintegrate eye ray to try to destroy the world, one 10-foot cube at a time.

His answer lay in the mindset of the beholder. Although typically insane with xenophobia, beholders are also incredibly arrogant and vain, and nothing pleases them more than to have other creatures fawn over them and worship them, bolstering their own overinflated egos. A beholder that runs amok with disintegrate and finger of death eye rays quickly finds itself without anyone to dominate and menace. Thus, beholders use self-control to avoid destroying everything around them, simply to keep something nearby to give them a sense of power. Without a matrix of fearful worshipers, a beholder could not exist.

When several students challenged him on this theory, Tenrest simply smiled and told them to trust his sources. Newer students wrote him off as a lunatic, but older students were not so quick to ignore him. They knew that Tenrest spent much of his time exploring the depths of the Guild Library, and, according to rumor, the forbidden depths were themselves patrolled by beholders—invisible beholders, which might have whispered advice into old Tenrest's ears, telling him what he wanted to hear. . . .

itself simply observes them rather than watching the entire city as a whole.

Of course, the multiverse is infinite, so some beholder hive cities across the planes conform to other rules. Three examples of alternate beholder hive cities are described below.

In the Forgotten Realms setting, located deep below the desert Anauroch in a great bell-shaped cavern, lies the city of Ooltul. Nearly 450 beholders and beholder mages live here in peace, without the presence of a single hive mother or overseer. Their hatred is held in check by an even more ancient and more powerful race that has hidden plans for the city.

In a remote corner of an unknown world on the Material Plane lies the massive beholder hive city of Kaggash. This surface city is of unprecedented size, with a beholder population of about two thousand, and is located on a volcanic, mist-shrouded island. Rumor holds that ten or possibly more allied hive mothers jointly rule Kaggash.

Somewhere on the cold, barren slopes of Mungoth, the third layer of Gehenna, looms the beholder hive-tower of Uldinath. This massive spire is honeycombed with tunnels and is home to a hive of nearly three hundred half-fiend director beholderkin bonded to bonespears (*Fiend Folio* page 24). Uldinath is ruled by Tchkarthu, a half-fiend elder orb and 20th-level sorcerer. Tchkarthu desires to gain the power to command beholders as a hive mother does, and given its resources, it might just find what it seeks.

The beholder hive city Kaggash

LAIRS

A typical beholder lair consists of a winding maze of passageways bored through solid rock with disintegrate eye rays. These tunnels tend to be perfectly smooth and round, with a 10-foot radius. Beholders know that their ability to fly gives them a distinct tactical advantage, so most lairs incorporate a large number of vertical shafts. This hinders intruders attempting to penetrate the lair and keeps prisoners from easily escaping.

A typical lair consists of three to five additional chambers. The farthest chamber from the entrance is the beholder's personal quarters, where the creature sleeps and studies any magic treasure it has accumulated. Beholders are too arrogant to incorporate escape tunnels into their quarters; doing so only invites an invasion on multiple fronts. In any case, a beholder can quickly create its own escape tunnel, if need be, with its disintegrate eye ray. Between the

quarters and the lair entrance are two or more chambers used to house guardians. Most beholders keep another room off to the side of the main complex to dispose of waste or to hold prisoners. A beholder with a favored minion (such as a representative, see below) allows that minion his or her own chamber as well. Additional chambers for additional minions are built as needed. Beholders are quite fond of traps, especially those triggered by pressure plates (which they can easily float over), and they incorporate pit traps and similar protections into their lairs.

MINIONS

Although beholders are tremendously xenophobic, they can reign in their fears and intolerance when faced with a creature that they might be able to use for a time before killing it. A beholder never trusts bargains when "recruiting" a minion. Instead, it uses its *charm person* or *charm monster* eyes to magically control the creature. A beholder is careful to renew any *charms* it has on its minions as needed, setting aside the waking hours of the day for such tasks.

Beholders keep minions for many reasons, the most common of which are detailed below. Beholders normally never use beholderkin as minions—they'd rather simply disintegrate them. Exceptions exist among those that are sane or that have been commanded to employ such minions by an overseer or hive mother.

Assassins: Beholders invent complicated schemes and plans that can go awry when other creatures meddle in their affairs. When a beholder's plan is foiled, it uses its spies to find out what happened. If it learns that a specific creature or group of creatures is responsible, it sends assassins to remedy the situation. Only if all of its assassins fail to kill the troublemakers does a beholder get personally involved. In such a case, it prefers to use its spies or gatherers to lure the creatures to its lair, where it has the advantage, and then use all of its resources to finish the job. Example assassins: assassins, chokers, derro, doppelgangers, driders, rogues.

Entertainment: Although beholders spend much of their time studying magic, plotting, and bullying other minions, most keep at least a few minions on hand solely for entertainment purposes. Entertainment to a beholder can range wildly according to personal tastes, from the sadistic glee derived from watching cowering goblins forced to fight each other under threat of petrification and disintegration to the more cultured displays of magical prowess from *charmed* spellcasters. Beholders particularly enjoy watching illusions, but observing any magical display by an entertaining minion can also help charge the creature's dweomerlobes. Of all minions, entertainers are the ones most likely to be eaten at a moment's notice. Example entertainers: bards, goblinoids, sorcerers, wizards.

Gatherers: Beholders prefer to remain in their lairs, surrounded by their guardians and defenses, but they need items that can be procured only from the world outside. In these cases, a beholder employs *charmed* gatherers—creatures capable of traversing great distances quickly and penetrating secure sites with ease. A beholder sends a spy to determine the probable location of an object or person it needs, and then sends a gatherer to finish the job. Gatherers are used to catch new prisoners, although for particularly dangerous missions, a beholder sends a combined force of assassins and gatherers. Example gatherers: ethereal filchers, mephits, rangers, wizards.

Guardians: The majority of a beholder's minions are guardians, creatures selected to protect the lair. Unintelligent guardians are left to squat in dead-end sections of the lair, while more intelligent minions patrol the lair and look for intruders.

Gas spores (see page 148) deserve special mention. This unique airborne form of fungus was originally cultivated and shaped by an ancient beholder mage whose name has long since been forgotten. In the gas spore, the beholder managed to create a dangerous yet mindless guardian that served as a form of living sculpture to honor and venerate the classic beholder form, was fecund and self-propagating, and required little to no outside maintenance. Gas spores never rebelled against their masters, never attacked a beholder by accident, and couldn't be reasoned with or *charmed* away by an enemy. Since their creation, gas spores have taken to the far corners of the world like a plague, and dungeons that were once under the rule of a beholder lord that moved on or perished still serve as breeding grounds for these terrible fungi. Example guardians: athachs, barbarians, bulettes, carrion crawlers, dire animals, fighters, gas spores, giants, hydras, minotaurs, ogres, purple worms, ropers.

Representatives: Rarely, a beholder needs to interact with another society or civilization in a nonviolent manner. A beholder put in this unenviable position relies on a *charmed* representative with a high Charisma score. Beholders treat their representatives much better than they treat their other minions, and even though representatives remain *charmed*, they are afforded the best personal quarters in the lair and are allowed to keep a fair amount of wealth and comforts. Beholders do this because, of all their minions, representatives are the most likely to be discovered and "rescued" by interlopers who dispel the *charm*. Often, a representative that is no longer *charmed* remains loyal to his beholder, thanks to the preferential treatment that he has received. Beholders keep only one representative, since they find treating other creatures as near-equals to be painful. Example representatives: bards, ogre mages, sorcerers, wizards.

Spies: Spies serve a similar role to that of gatherers, except that gatherers are sent to collect people and objects, whereas spies are used purely to observe the lands around the beholder's lair. A spy typically remains in the field for a week, returning to the lair well before the charm monster ray wears off to report his or her findings. Example spies: cloakers, kobolds, mephits, rangers, rogues, water nagas.

Illus. by D. Knutson

SEKARVU'S LAIR

Sekarvu is a typical beholder. It spent much of its youth exploring underground realms and killing everything it found. One day, it came upon a large cavern filled with violet fungi. At the edge of the cavern, it found a small band of adventurers who had all but succumbed to the toxins of the fungi's tendrils. They offered little resistance to Sekarvu as it approached and began to feed on their still-writhing bodies. With its first bite, the beholder's life changed forever.

The feeble struggling of each victim it consumed was rapture to Sekarvu. It quickly ate the bodies of the adventurers, and Sekarvu spent the next several months *charming* monsters and bringing them back to the cavern for food preparation. When Sekarvu tried this tactic with a well-armed band of svirfneblin explorers, though, its taste for fungi-tainted flesh nearly cost the beholder its life.

After escaping, Sekarvu decided to build an underground lair where it could raise a farm of violet fungi and to which it could lure new food with ease. It wanted to maintain terrain advantages over any victims that proved especially difficult to eat. The beholder found the perfect site at the base of the Skitterrift, a narrow but deep subterranean gorge filled with monstrous centipedes. Sekarvu spent several days killing the centipedes before settling in. Since then, it has *charmed* a gnome illusionist named Ilirik Jadewhisper, whose map-making skills have proven quite a boon in luring would-be treasure-seekers to their doom.

ADVENTURE HOOK

The best way to lure the PCs to Sekarvu's lair is for them to discover one of the false treasure maps that Ilirik has prepared and scattered throughout the region. The map shows the best underground route from a fairly well-known surface entrance to what is reputed to be the lair of a powerful medusa. The map shows areas 1 and 2 of the lair, but it doesn't show the passageway leading south from area 2. It also indicates that the medusa lives in area 2 and that she has amassed a huge mound of treasure within.

1. ENTRANCE CAVERN

This long, dry cavern is free of stalagmites and rubble. The floor is smooth and covered with a thick layer of pale yellow fungus. Dozens of humanoid statues lie in a jumbled heap against the walls. At the far end of the cavern, a 10-foot-wide circular passageway opens into the rough cavern wall.

The forty-seven statues piled along the walls of this cavern are indeed petrified humanoids, victims of Sekarvu's flesh to stone eye ray. Each statue is badly damaged and missing sufficient parts that any victims restored to life immediately die. If a body is resurrected, the victim can warn its rescuers that a beholder petrified him or her.

Characters who do not learn this information can still obtain a clue as to the possible nature of the creature that lairs within by studying the smooth, circular tunnel that leads to area 2. A DC 26 Spellcraft check confirms that *disintegrate* spells were used to dig the tunnel.

The tunnels of Sekarvu's lair remain fairly level, except for the numerous vertical shafts. The beholder can navigate these easily, but it knows that its enemies and prisoners cannot. The walls of the shafts are extremely smooth and can be climbed only by creatures that have a climb speed, use magic, or use a rope or similar climbing tool. A PC who uses a rope or tool can climb a shaft with a DC 5 Climb check. The depth of each vertical shaft is indicated on the map; the directional arrow shows in which direction the shaft descends, and the number indicates the shaft's depth.

2. FOOD TRAP (EL 10)

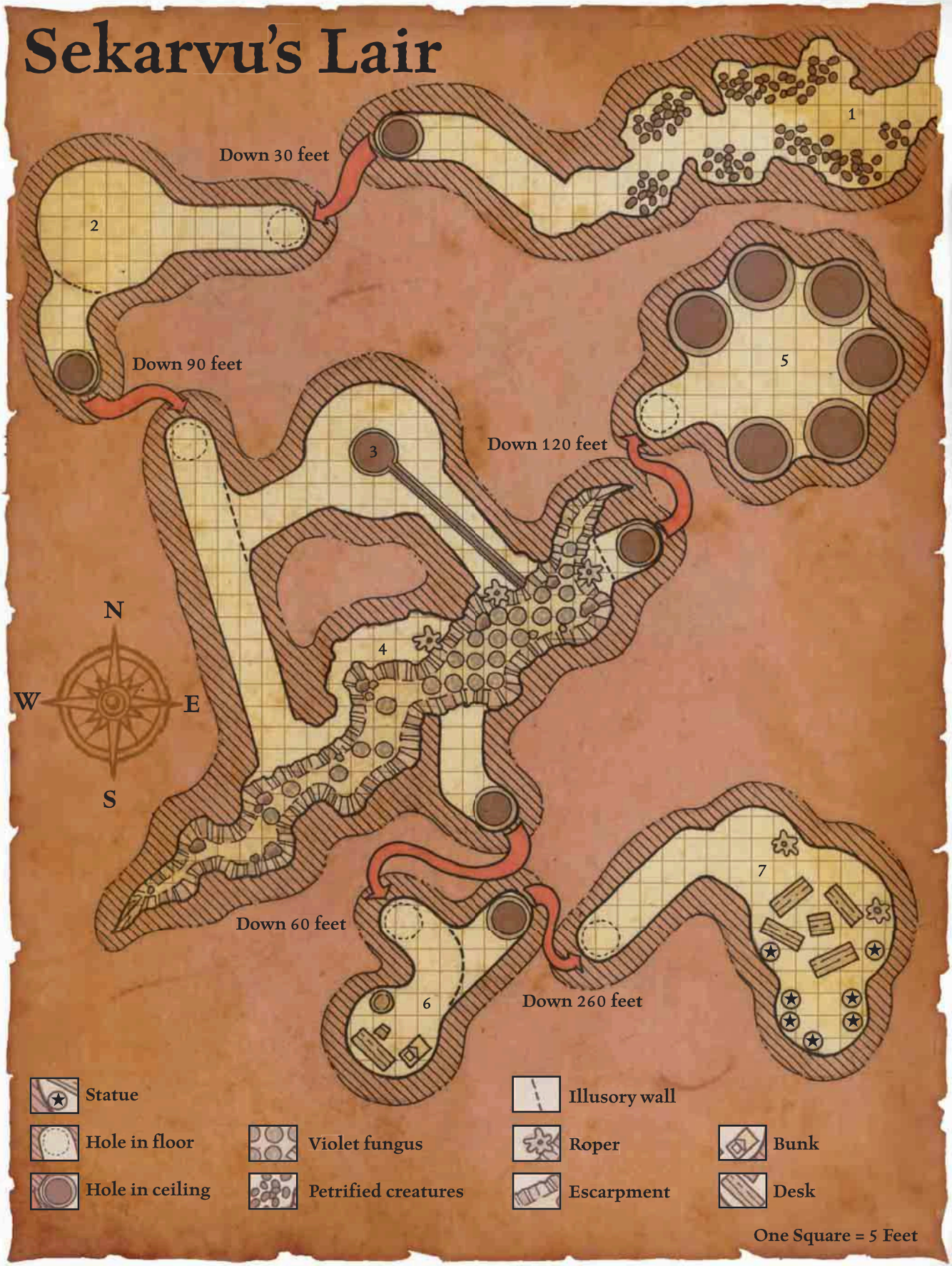
This circular room glitters and shines, illuminated by five free-standing torches along the edge. The floor is hidden from view by a veritable carpet of coins—copper, silver, gold, and even some platinum pieces sparkle invitingly. Strewn among the coins are the odd gemstone, necklace, ring, and work of art. A large golden divan sits against the far wall, and lounging upon it is a figure with writhing hair and terrible, glowering eyes.

The majority of this room's contents—the coins and treasure, the divan, and even the reclining medusa—are illusions. Only the five torches are real. At Sekarvu's command, Ilirik placed the illusion here with a *permanent image* spell (DC 22 Will save to disbelieve).

The real threat that lurks in this room comes from the three *charmed* driders that Sekarvu has guarding this chamber. These driders cling to the ceiling 30 feet above. Once they hear the PCs approach or spot their light sources, each drider casts *invisibility* on itself. One then casts *major image* to make it seem as if the medusa stands up to attack the intruders. The other two driders position themselves so that one can cast a *web* in the hallway to the east while the other casts *major image* to make it seem as if the vertical shaft to the east has just collapsed in a cave-in. Sekarvu has ordered the driders to catch "food" alive if possible, so they use spells like *ray of enfeeblement* and *web* to catch the PCs and *suggestion* to keep them from fleeing if they escape. If the PCs look relatively healthy, the driders use *magic missiles* to soften them up.

Once their spells are spent or the PCs are caught, the driders *levitate* down to attack, using their bites and heavy maces to make nonlethal attacks (taking a –4 penalty on attack rolls as a result) and beat the intruders into submission. If their tactics are successful, one drider skitters off to alert Sekarvu, while the others carry the unconscious prisoners to area 5. There, they strip the PCs of their equipment, which they leave piled in the center of the room for Sekarvu to look over, and deposit the characters in separate pits.

The passageway leading south from this room is hidden by an *illusory wall* placed here by Ilirik (DC 20 Will save to disbelieve if the PCs interact with the *wall*). Numerous other *illusory walls* placed by Ilirik protect the lair, as indicated on the map.


Sekarvu's Lair
1
2
3
4
5
6
7
Down 30 feet
Down 90 feet
Down 120 feet
Down 60 feet
Down 260 feet
N
W
E
S
Statue
Hole in floor
Hole in ceiling
Violet fungus
Petrified creatures
Illusory wall
Roper
Escarpment
Bunk
Desk
One Square = 5 Feet

Drider (3): hp 45 each; *Monster Manual* page 89. All three cast spells as 6th-level sorcerers and know the same spells as listed on page 90 of the *Monster Manual* except that *lightning bolt* is replaced by *major image*.

3. DINING ROOM

This large room is empty except for a bowl-shaped depression in the middle of the floor. A narrow channel runs from this bowl down the passageway to the southeast. The inside surface of the bowl and the channel are stained a dark red-brown and smell of rotten meat.

This is where Sekarvu eats its victims. After the mess that resulted from its first few meals, the beholder used its disintegrate eye ray to create the bowl-shaped depression and channel to capture blood and other material. Once Sekarvu finishes eating, it uses telekinesis to sluice the remains down the channel and into the violet fungi farm in area 4.

If the PCs manage to infiltrate the lair this far without alerting Sekarvu, there's a 20% chance that the beholder is here, eating one of the still-living prisoners from area 5.

4. THE SKITTERRIFT (EL 15)

This massive rift in the surrounding stone stretches up into the darkness. Below, a softly shifting and slightly phosphorescent violet mass seems to writhe. Several ledges protrude from the edge of the rift at various heights. A thick stink of rotting meat wafts up from below.

This large rift is where Sekarvu grows its precious violet fungi to satisfy its hankering for fungi-tainted flesh. To prepare a meal, the beholder uses *telekinesis* to lift a prisoner from a pit in area 5, carries him out to this area, and dips him into the fungi below until he's nearly dead. Sekarvu then retires to the dining room (area 4) to eat. Waste left over from the meal is drained back into this room to feed the fungi; as a result, the plants are particularly thick in the northeast end of the chasm. In all, twenty-four violet fungi grow on the rift floor. A cautious party should be able to avoid the hazard these fungi present, but anyone who comes within their reach is in deep trouble.

The beholder is terribly protective of its fungus farm and has posted three *charmed* ropers on the ledges that overlook the bulk of the fungi. These ropers are located at the areas labeled A, B, and C on the map (there is no roper at location D). The ropers have been commanded not to attack the violet fungi, driders, ethereal filchers, Ilirik, the beholder itself, or anyone Sekarvu accompanies, but any other creatures they spot are fair game.

Ledges A and C are 50 feet above the rift floor, ledge B is 20 feet above the rift floor, and ledge D is 180 feet above the rift floor. Squares shaded in tan indicate a square of the rift floor that the ropers can attack with their strands. Ropers A and C can attack any adjacent square on the rift floor (these squares are colored a darker shade of tan). Since roper B is 30 feet closer, it can reach any target in any of the shaded squares. The rift's ceiling stretches nearly 400 feet up, but there are no other exits from the chamber larger than a few inches in diameter.

The ropers have no treasure, nor is there anything of value hidden in the mulch below the violet fungi.

Violet Fungus (24): hp 15 each; *Monster Manual* page 112.

Roper (3): hp 85 each; *Monster Manual* page 215.

5. PANTRY (EL 8)

This large chamber is ringed by six 10-foot-wide pits. Stacked in the center of the room are six large wooden discs, reinforced with bands of metal. Several 1-inch-wide holes are drilled into the center of each disc.

Sekarvu keeps its captives here, trapping no more than one creature per pit if possible. Each pit is 50 feet deep, so the beholder can observe the contents of the pit with its darkvision. The walls of each pit are smooth and cannot be climbed by creatures without a natural climb speed. The wooden and metal discs in the middle of the room are lids; each weighs 300 pounds. Whenever Sekarvu drops a prisoner into a pit, it uses telekinesis to move a lid and cap the opening.

When the PCs reach this area, they might find prisoners in the pits—perhaps someone they've been looking for or characters caught by the driders in area 2. As a general rule, Sekarvu keeps prisoners in a pit for only one or two days before eating them, since to keep them any longer requires the beholder to feed them. In the rare cases where it wishes to keep a prisoner alive, either Ilirik or the denizens of this room provide food and water as necessary.

Sekarvu has managed to charm five ethereal filchers, and these creatures stay here as guards when not out on duty. Their ability to ethereally jaunt makes them valuable gatherers for the beholder, which sends them out to distribute more of Ilirik's false treasure maps or to gather food and water for the other creatures in the lair.

Ethereal Filcher (5): hp 22 each; *Monster Manual* page 104.

6. ILIRIK'S QUARTERS (EL 11)

A single freestanding torch leaning against the west wall ineffectively lights this chamber. The contents of the room include a single bed, a desk and chair, and a large barrel that seems to contain water.

This is the home of Ilirik, the illusionist Sekarvu charmed several years ago. Ilirik's long servitude to the beholder has left him a hollow, joyless gnome who spends his free time studying magic and slowly researching new spells. Sekarvu collects these notes on new spells as they are completed, promising to keep them safe and return them when the gnome's servitude to the beholder ends sometime in the future.

In truth, Sekarvu uses Ilirik as a constant source of new magical writings to observe and absorb. It also uses the gnome to shore up the defenses of the lair with illusions, and

as an envoy on the rare occasions that it needs a humanoid representative with which to conduct business.

Ilirik is encountered here unless the beholder has commanded him to aid in the defense of the lair elsewhere. If caught alone in this room, he panics. He knows that if Sekarvu discovers that intruders have penetrated this far into the lair, he will never see his spell research again (at best) and will be eaten (at worst). Thus, he does his best to fight the PCs. If it looks like the PCs are about to defeat him, his last act is to seal off the northeastern passageway with a *wall of stone*. Sekarvu will be able to escape at any time with its disintegrate eye ray, and hopefully the *wall of stone* can slow the PCs down long enough for the beholder to get away.

If the *charm person* effect on Ilirik is dispelled, his attitude changes from unfriendly to indifferent, and the gnome is inclined to flee the scene. He doesn't think that Sekarvu can be beaten, and he figures his best hope to avoid death or reenslavement is to run far and fast. He does not stay to help the PCs unless he is awed by a show of competence and confidence or persuaded with skillful diplomacy.

Ilirik Jadewhisper: Male gnome illusionist 11; CR 11; Small humanoid; HD 11d4+22; hp 42; Init +2; Spd 20 ft.; AC 13, touch 13, flat-footed 11; Base Atk +5; Grp +0; Atk or Full Atk +5 melee (1d4–1/19–20, dagger) or +8 ranged (1d4–1/19–20, dagger); SA spell-like abilities; SQ gnome traits, low-light vision; AL CN; SV Fort +5*, Ref +5*, Will +8*; Str 8, Dex 14, Con 15, Int 19, Wis 8, Cha 12.

Skills and Feats: Concentration +16, Craft (alchemy) +6, Knowledge (dungeoneering) +12, Knowledge (geography) +18, Listen +1, Profession (cartographer) +13, Spellcraft +18; Brew Potion[B], Eschew Materials, Extend Spell[B], Improved Counterspell, Iron Will, Spell Focus (illusion), Scribe Scroll[B].

Languages: Gnome, Common, Draconic, Elven, Goblin, Undercommon.

Gnome Traits: Gnomes have a +1 racial bonus on attack rolls against kobolds and goblinoids. Gnomes have a +4 racial bonus to Armor Class against giants.

*Gnomes have a +2 racial bonus on saving throws against illusions.

Sekarvu prepares dinner

Illus. by D. Crabapple

Spell-Like Abilities: 1/day—*dancing lights, ghost sound* (DC 11), *prestidigitation, speak with animals* (burrowing mammal only, duration 1 minute).

Wizard Spells Prepared (caster level 11th; prohibited schools abjuration and enchantment): 0—*detect magic*, *ghost sound* (2) (DC 16), *light*, *read magic*; 1st—*color spray* (2) (DC 17), *identify*, *silent image* (2) (DC 17), *Tenser's floating disk*; 2nd—*darkvision*, *locate object*, *minor image* (2) (DC 18), *mirror image*, *whispering wind*; 3rd—*arcane sight*, *gentle repose*, *major image* (2) (DC 19), *tongues* (2); 4th—*illusory wall* (2) (DC 20), *Otiluke's resilient sphere* (2) (DC 18), *scrying* (DC 18); 5th—*persistent image* (DC 21), *Rary's telepathic bond*, *wall of stone* (DC 19 to avoid entrapment); 6th—*legend lore*, *permanent image* (DC 22).

Spellbook: Ilirik's spellbook contains only those spells he has prepared; these are the few spells Sekarvu allows Ilirik to keep.

Possessions: Small dagger, *headband of intellect* +2, 4 *potions of cure moderate wounds*, 2 *potions of lesser restoration*, 2 *potions of neutralize poison*, spellbook, simple robes.

7. SEKARVU'S INNERMOST VAULT (EL 15)

This large chamber is quite impressive; the walls and ceiling are covered with intricate carvings depicting beholders eating humanoids, and vast fields of mushrooms with writhing tendrils. On the ceiling above, the image of a single immense beholder watches everything. Two large, uneven stalagmites protrude from the floor along the northeastern wall, and to the south stand several well-made statues of powerful-looking adventurers and fearsome monsters. In the center of the room sit numerous desks, each of which is covered with mounds of papers and books.

This chamber is Sekarvu's personal lair, and where it spends the majority of its time. If the PCs have not yet encountered the beholder, they find it here.

Sekarvu keeps an additional pair of *charmed* ropers here as guardians; these are the two "stalagmites" to the northeast. Their positions allow them to attack anywhere in the room with their strands. In addition, Sekarvu defends its lair with ferocious rage. The prospect of defeat is as alien to it as is the concept of friendship, and it fights to the death.

The tables in the center of the room are covered with Ilirik's spell research notes from the past several years. Sekarvu spends much of its time studying these notes and basking in the magic they represent. The DM can place any number of new, unusual, or unique arcane illusion spells in this mass of notes.

The statues to the south are the remains of creatures petrified by the beholder. None of the statues retains its original form, though, for Sekarvu has used its disintegrate eye ray on them to sculpt them into finer poses or to change their faces to look more like its own visage. If any of these bodies are restored to flesh, they die immediately. If a creature is raised, its personality, statistics, and purpose are left to the DM.

The southernmost statue, a halfling with a large central eye for a face, sits over a small hollow in the ground (Search DC 25 to discover). The PCs must move the 300-pound statue before they can investigate the hollow, which contains Sekarvu's treasure. Inside the hole is 8,025 gp, 521 pp, 15 gems (worth a total of 5,510 gp), a *bottle of air*, a *+1 bastard sword*, a pair of *boots of the winterlands*, *pipes of haunting*, and a *sword of subtlety*.

Sekarvu, Beholder: hp 93; *Monster Manual* page 26. Sekarvu's feats and skills are slightly different than those of a standard beholder, as detailed below.

Skills and Feats: Craft (sculpting) +10, Knowledge (arcana) +17, Listen +18, Search +21, Spot +22; Alertness[B], Disintegration Finesse†, Flyby Attack, Great Fortitude, Iron Will.

† New feat described on page 44.

CULT OF THE HUNGRY EYE

Akeni was born a servant to a powerful drow family deep underground, but her personality was anything but servile. When she was caught in an affair with the house matron's mate, she killed the matron and her own paramour and fled, eventually stumbling into the lair of a powerful beholder mage named Ormathulak. Akeni knew immediately that the creature was just the ally she needed to wipe out her hated family.

Ormathulak found her difficult to *charm*, but just as it was about to kill and eat her instead, the drow pledged her loyalty to the beholder in return for its support. Ormathulak was impressed with her bravery and imperious attitude and agreed on one condition: She must submit to the test of the Hungry Eye. Akeni agreed, and after a grueling 20 hours of torture and grafting, she emerged with a beholder's eye grafted to her forehead and a newfound adoration for both Ormathulak and the Great Mother. Ormathulak promised to help her destroy her family's house if she would first aid the beholder in the creation of a large network of cult bases on the surface. Akeni agreed and set out for the surface world without a second thought.

She took the first three letters of her patron's name as her surname and has since established no fewer than nine beholder cults. She left each cult in the care of a charismatic individual who'd been fully brainwashed and converted to her cause. Her tenth cult is nearing completion and is based in the Lost Gull, a roadside tavern perched atop a sea cliff. Akeni has converted the owners of the tavern along with most of its regular patrons, but none of them are charismatic enough to serve as a proxy leader. As soon as she finds her proxy, though, she plans to return to Ormathulak to report her success.

ADVENTURE HOOK

The PCs can become involved in the machinations of the Cult of the Hungry Eye in many ways. They might simply stop at the Lost Gull for a drink, or they might arrive seeking a regular patron who hasn't come home for several days. Akeni takes note of any charismatic PC and tries to kidnap him or her and use her magic to convert that character to her cause.

As the PCs approach the tavern, read or paraphrase the following description.

A large building stands at the side of the road ahead. It appears to be a tavern, with a dome-shaped roof and a two-story tower attached to the far side. A newer extension, apparently a stable, juts off to the east of the main building, but the stable doors are boarded over and a sign has been nailed over the boards. Several posts to tie up horses have been placed recently along the stable's northern side. A sweeping arc of wooden steps leads up to the main entrance, over which swings a sign depicting a ravenous sea gull tearing into a dead fish.

The doors into the stable were boarded up by Akeni because the stables serve as temporary barracks for the cultists. The sign on the boards reads: "Stables closed for repair. Please hitch horses here and come inside to get stablehands."

1. COMMON ROOM (EL 12, 15 IF AKENI IS PRESENT)

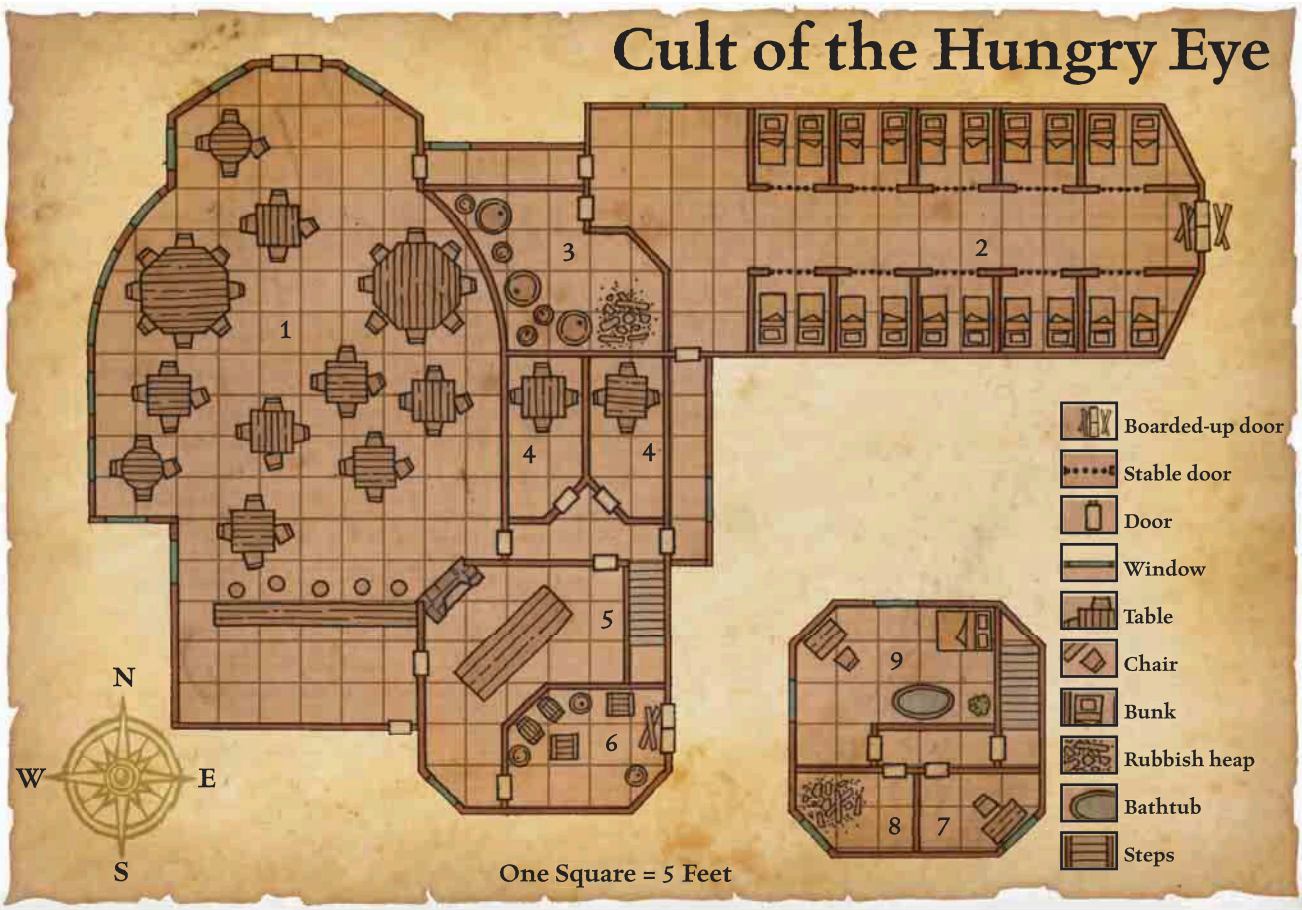
The main entrance is at the north end of the common room.

The air in this large room is thick with a strange but rather pleasant smoke. Several tables are occupied by patrons. The place is relaxed and quiet, and none of the customers seem willing to break the mood with conversation or games, apparently content to sit and drink. Several windows, sooty and difficult to see through, line the wall to the west, and a bar sits to the south.

The door exiting the inn to the south is kept locked; the key is hidden on a nearby shelf and can be found with a DC 25 Search check. The lock itself is of good quality and can be picked with a DC 30 Open Lock check.

All of the patrons found here, as well as the two serving girls and the matronly barkeep, are members of the Cult of the Hungry Eye. They take a passing interest in anyone who enters the tavern, and one of the serving girls invites the visitors to sit at the table farthest from the exit while the other quietly slips out of the room to alert Akeni of the new arrivals. The cultists remain calm and put on a relaxed air, waiting for the smoke or the food and drink to do most of the work. Each table (except for the one the serving girl leads the PCs to) has a pair of light crossbows and ten bolts cleverly hidden in a hollow underneath the surface. A character who simply walks by a table notices the hidden crossbows with a DC 35 Spot check; if the character actually sits at one of these tables, he gains a +4 circumstance bonus on the check. Characters who are smaller than Medium size also gain a +4 circumstance bonus on the check.

The smoke in the air is actually a diluted form of insanity mist that Akeni keeps burning in several well-hidden incense burners throughout the room. The drug is of drow manufacture, and while it smells exotic and relaxing, it is hard to place. A character who smells it and makes a DC 30 Knowledge (nature) check recognizes the odor as diluted insanity mist and knows of its effects. The smoke does not cause ability score



damage, but all those who breathe it take a –2 penalty on Will saving throws.

Prices for food and drink are as detailed in the *Player's Handbook*, but anything served to the PCs is poisoned with oil of taggit. Anyone who eats or drinks must make a DC 15 Fortitude save 1 minute later or fall unconscious. If all the PCs fall unconscious, they are stripped of their gear, tied up, and taken to the old storeroom. Akeni then leads them one at a time upstairs to her chambers to *fascinate* them and implant *suggestions* to remain here and join her cult. Characters who prove too difficult to manipulate are instead disposed of via gas spore infestation.

If the PCs don't seem interested in ordering food or drink, Akeni comes downstairs (disguised as an exotic human gypsy) and tries to *fascinate* them with her bardic music so she can *suggest* they eat and drink their fill.

If at any point the PCs grow belligerent, attack, or start casting spells (as a result of spotting the hidden crossbows, for example), the cultists panic. They upend their tables to gain cover and use the loaded crossbows attached to the undersides of the tables to attack. Upending the tables and retrieving the crossbows is a full-round action, but once done, the cultists try to pin the PCs down with fire from their crossbows until Akeni arrives with Glaken, her *charmed* troll minion, to help finish them off.

The cultists fight to the death, completely loyal to Akeni. Although all the cultists were commoners when Akeni first recruited them, she's had them train as rogues quite rigorously, and they have become fairly skilled thugs as a result. The DM should feel free to add a few more dangerous cultists as desired. Akeni herself does not stick around to the end of the fight. If things go poorly, she flees the room, turns invisible, and tries to escape on foot. If capture seems inevitable, she tries to bluff the PCs into thinking that she, too, was *charmed*, and that the actual leader of the cult is elsewhere. If the PCs penetrate her gypsy disguise, she realizes that her unusual appearance (that of a three-eyed drow) will probably cause her bluff to fail. In this case, she tries to slip away or, if escape is impossible, fights to the death.

Hungry Eye Cultist (12): Human commoner 1/rogue 5; CR 5; Medium humanoid; HD 1d4+1 plus 5d6+5; hp 37 each; Init +3; Spd 30 ft.; AC 14, touch 14, flat-footed 11; Base Atk +3; Grp +5; Atk +6 melee (1d4+2/19–20, masterwork dagger) or +8 ranged (1d8+1/19–20, *+1 light crossbow*); Full Atk +6 melee (1d4+2/19–20, masterwork dagger) or +6/+6 ranged (1d8+1/19–20, *+1 light crossbow*); SA sneak attack +3d6; SQ evasion, trapfinding, trap sense +1, uncanny dodge; AL LE; SV Fort +2, Ref +7, Will +2; Str 14, Dex 16, Con 13, Int 10, Wis 12, Cha 8.

Skills and Feats: Bluff +8, Diplomacy +1, Disguise –1 (+1 acting), Intimidate +1, Knowledge (religion) +4, Listen +10, Sense Motive +10, Spot +10, Swim +6, Tumble +12; Point Blank Shot, Rapid Reload (light crossbow), Rapid Shot[B], Weapon Focus (light crossbow).

Language: Common.

Sneak Attack (Ex): A cultist deals an extra 3d6 points of damage on any successful attack against flat-footed or flanked targets, or against a target that has been denied its Dexterity bonus for any reason. This damage also applies to ranged attacks against targets up to 30 feet away. Creatures with concealment, creatures without discernible anatomies, and creatures immune to extra damage from critical hits are all immune to sneak attacks. A cultist can choose to deliver nonlethal damage with his or her sneak attack, but only when using a weapon designed for that purpose, such as a sap (blackjack).

Evasion (Ex): If a cultist is exposed to any effect that normally allows him or her to attempt a Reflex saving throw for half damage, the cultist takes no damage with a successful saving throw.

Trapfinding (Ex): A cultist can find, disarm, or bypass traps with a DC of 20 or higher. He or she can use the Search skill to find, and the Disable Device skill to disarm, magic traps (DC 25 + the level of the spell used to create it). If a cultist's Disable Device result exceeds the trap's DC by 10 or more, he or she discovers how to bypass the trap without triggering or disarming it.

Uncanny Dodge (Ex): A cultist retains his or her Dexterity bonus to Armor Class even when flat-footed or targeted by an unseen foe (the cultist still loses his or her Dexterity bonus if paralyzed or otherwise immobile).

Possessions: masterwork dagger, *+1 light crossbow* with 10 crossbow bolts, *ring of protection +1*, *potion of cure moderate wounds*, cult ring worth 100 gp, 15 gp in belt pouch.

2. STABLES

The double doors at the east end of the stables have been boarded up on both sides to prevent entry by unwelcome visitors (DC 23 Strength check to force open).

That this musty room was once a stable is obvious, but the place does not smell of horses. Several pens line the walls to the east, each with at least two crude cots.

Since Akeni took control, she's had her cultists temporarily sleep in the stalls here while she prepares to have more suitable chambers for the members constructed under the tavern.

3. OLD STOREROOM

This room seems to have been a storeroom for the stables. A number of sawhorses stand in the middle of the room, next to several coils of rope. Barrels of grain to the south sit astride a large mound of moldy hay bales.

The grain and hay are slowly rotting, having seen no use for the several months since Akeni arrived. This room is now used to hide prisoners the cultists capture. Akeni ties any captives to the sawhorses while she figures out what to do with them.

4. PRIVATE ROOMS

This room contains a single table surrounded by four chairs.

These rooms were once rented out to special guests who wanted to dine in privacy, but since Akeni arrived they have seen little use.

5. KITCHEN

This large kitchen is dominated by a huge brick fireplace. A long table sits in the middle of the room, and cabinets line the walls.

For now, Akeni keeps the tavern functional to throw off investigations, so this kitchen is fairly clean and organized.

A DC 25 Search check uncovers a large glass jar hidden on a shelf. Inside the jar are thirty doses of oil of taggit poison.

6. PANTRY (EL 3)

The double doors exiting the inn to the east have been boarded up from the inside (DC 22 Strength check to force them open from outside).

This small room is an earthen-floored pantry. Two double doors to the east have been boarded up. The room itself is filled with crates and barrels. A strange circular shape about 10 feet in diameter and covered with a heavy tarp floats in the air near the boarded-up doors.

This room is used to store food and water. It's also where Akeni likes to get rid of dead bodies that could otherwise cause uncomfortable inquiries if discovered.

The heavy tarp covers a gas spore. The plant is harmless unless the tarp is removed, at which point it attacks anyone nearby. Since Akeni has a beholder graft, the spore does not attack her. When she wishes to dispose of a body, she merely tosses the victim (alive or dead) into this room and pulls aside the tarp. She then waits for the body to be turned into young gas spores, leads the fungus outside at night when no one is on the road, and kills them with ranged weapons once she's outside the burst radius of their death throes.

When it comes time to move on, she harvests several doses of gas spore powder, kills the remaining spore from a safe distance, and then uses the powder to grow a new spore from an unlucky donor once she settles into her new home.

Gas Spore (1): hp 15; see page 148.

7. RECORDS ROOM

This room contains a single desk and several large cabinets and shelves.

When the Lost Gull was operational, its owners used this room to track expenses and sort money. The room has been unused for some time now, since Akeni keeps any profits from the tavern for herself.

8. GLAKEN'S ROOM (EL 11)

This was once a bedroom, but most of the furniture has been smashed to splinters. The ruins have been used to make a crude nest to the west, and the entire place reeks of filth.

This room is used by Akeni's assistant, a troll ranger she saved from a group of adventurers months ago. Glaken is in love with the beautiful drow but fears her temper and her third eye, so he keeps his feelings hidden. Instead, he serves her loyally as a thug and bodyguard, but cultists she favors and brings to her room are marked by the troll as competition. He'd never betray Akeni's wishes and kill a cultist, but he does make his anger toward them known with growls and threats, something Akeni finds quite endearing.

Glaken, Troll Hunter (6th-level Ranger): hp 130; *Monster Manual* page 247.

9. AKENI'S ROOM (EL 13)

This large room is a well-appointed bedchamber. A roll-top desk sits in one corner, a large bed in another. A metal and ivory washtub finishes the room's furnishings.

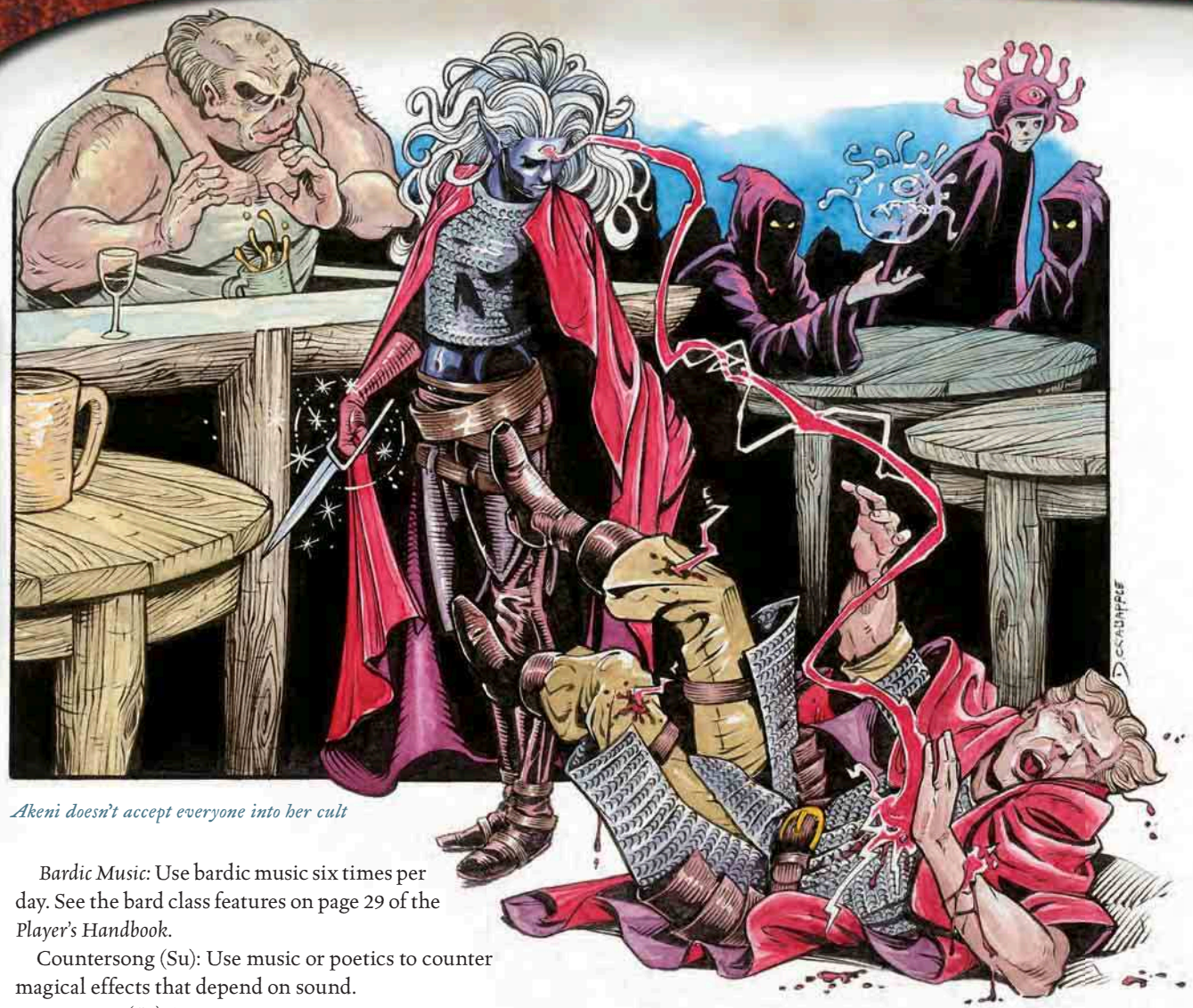
Once the personal quarters of the Lost Gull's owner, Akeni has chosen this room as her own. When not out seeking new cultists to recruit, she spends much of her time here, dallying with particularly handsome cultists. She is likely to be encountered here if the PCs manage to infiltrate the tavern without raising an alarm or being "welcomed" by the other cultists. If caught off guard in her natural form (instead of in her gypsy disguise), she tries to bluff the PCs into believing that she's been captured and cursed by a terrible beholder that lurks below in the pantry off the kitchen. If the PCs could just slay the beast (which, she tells them, covers itself with a tarp when it sleeps), she'll gladly reward them with whatever they wish. Of course, this is a ruse to get the PCs to attack the gas spore in area 6 while she sneaks away to regroup and send her cultists and Glaken after them.

Akeni Orm: Female drow bard 6/fighter 2/ocular adept 4; CR 13; Medium humanoid (elf); HD 10d6 plus 2d10; hp 51; Init +3; Spd 30 ft.; AC 22, touch 14, flat-footed 19; Base Atk +9; Grp +9; Atk +14 melee (1d4, 19–20/ 3, *+1 shock punching dagger*) or +12 ranged (eye ray); Full Atk +14/+9 melee (1d4, 19–20/ 3, *+1 shock punching dagger*) or +12 ranged (eye ray); SA eye rays, spell-like abilities, spells; SQ bardic knowledge +7, bardic music 6/day (*countersong, fascinate, inspire courage +1, inspire competence, suggestion*), darkvision 120 ft., elf traits, implanted eyeball, light blindness, spell resistance 23; AL LE; SV Fort +9, Ref +9, Will +11 (+15 against enchantments, +13 against other spells and spell-like abilities); Str 10, Dex 17, Con 10, Int 12, Wis 14, Cha 24.

Skills and Feats: Balance +4, Bluff +19, Concentration +9, Craft (alchemy) +10, Diplomacy +9, Disguise +13 (+15 acting), Intimidate +15, Jump +1, Escape Artist +4, Knowledge (religion) +7, Perform (stringed instrument) +16, Sense Motive +11, Tumble +11, Use Rope +12; Combat Expertise, Diehard, Endurance, Improved Critical (punching dagger)[B], Skill Focus (Bluff), Weapon Finesse[B], Weapon Focus (punching dagger).

Languages: Common, Elven, Undercommon, Beholder.

Spell-Like Abilities: 1/day—*dancing lights, darkness, faerie fire.* Caster level 12th.



Illus. by D. Crabapple

Akeni doesn't accept everyone into her cult

Bardic Music: Use bardic music six times per day. See the bard class features on page 29 of the *Player's Handbook.*

Countersong (Su): Use music or poetics to counter magical effects that depend on sound.

Fascinate (Sp): Use music or poetics to cause one or more creatures to become fascinated with her.

Inspire Competence (Su): Use music or poetics to help an ally succeed at a task.

Inspire Courage (Su): Use music or poetics to bolster her allies against fear and improve their combat abilities.

Suggestion (Sp): Use music or poetics to make a *suggestion* (as the spell) to a creature that she has already fascinated.

Elf Traits: Elves have immunity to magic sleep effects. An elf who merely passes within 5 feet of a secret or concealed door is entitled to a Search check to notice it as if she were actively looking for it.

Implanted Eyeball (Su): Akeni's implanted eyeball grants her knowledge of the beholder language and a +4 bonus on Spot checks. It also grants her the use of a number of eye ray powers, similar to those fired by a beholder's eyestalks. She can use each eye ray up to twice per day as a standard action that does not provoke attacks of opportunity. The implanted eyeball closes and must rest for the entire round immediately following a round in which a ray attack is used.

Each eye effect resembles a spell cast by a 4th-level sorcerer but follows the rules for a ray. Each ray has a range of 100 feet and a save DC of 19. As a 4th level ocular adept, she has access to the following eye rays: *charm person*, *inflict moderate wounds*, *sleep*, and *slow*.

Light Blindness (Ex): Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. On subsequent rounds, Akeni is dazzled as long as she remains in the affected area.

Bard Spells Known (3/5/4 per day; caster level 6th): 0—*daze* (DC 17), *lullaby* (DC 17), *mage hand*, *message*, *read magic*, *summon instrument*; 1st—*charm person* (DC 18), *cure light wounds*, *disguise self*, *undetectable alignment*; 2nd—*cure moderate wounds*, *detect thoughts* (DC 19), *invisibility*.

Cleric Spells Prepared (caster level 4th): 0—*detect magic*, *detect poison*, *guidance*, *purify food and drink*, *resistance*; 1st—*cause fear* (DC 13), *doom*[D] (DC 13), *entropic shield*, *protection from good*[E] (DC 13), *sanctuary* (DC 13); 2nd—*bull's strength* (DC 14), *desecrate*[DE], *enthrall* (DC 14), *zone of truth* (DC 14).

D: Domain spell. *Domains*: Death (death touch 1/day, damage 4d6), Evil (cast evil spells [E] at +1 caster level).

Possessions: *+2 chain shirt*, *+1 light steel shield*, *+1 shock punching dagger*, *cloak of Charisma +4*, *gloves of Dexterity +2*, *ring of protection +1*, 5 doses of gas spore powder.

THE MIND FLAYERS

Illus. by D. Lubkacs

Few monsters inspire as much horror or terror as the illithids. They are rightly feared by everyone and everything. Few can match them in undiluted evil, cruelty, or cunning. Their origins are cloaked in mystery, their plans are enigmatic, and their culture and thought processes are utterly alien.

Illithids are better known by their common name of mind flayers, and it is an apt title. A mind flayer's attack strikes into a victim's most vulnerable spot. It can psychically peel back a target's personality the way a surgeon draws back swollen flesh. Tentacles slick with slime writhe across ravaged edges of bone to caress gray, glittering coils of brain before drawing them from the conscious, screaming prey.

Where the illithids came from, why they choose to live in eternal darkness beneath the earth, what they seek, why they take such delight in cruelty and horror—these questions have stymied sages for centuries. The answers are startling and horrible, yet provide little illumination. One can know the mind flayers without understanding them.

Illithids are humanoid monsters, roughly the size of humans. Their pale mauve flesh is covered in glistening slime, and in place of a human head they have a terrifying visage reminiscent of nothing so much as a four-limbed octopus. Their evil reputation is based on their horrid appetite for living brains. All mature illithids are psionically gifted, and some are wizards or (rarely) sorcerers as well.

Mind flayers dwell underground and prefer to remain there. They have sometimes been encountered in deep-sided chasms and half-buried surface ruins, but the world beneath the surface is their realm. In that place, filled with fearsome races and monsters, mind flayers are among the most dangerous predators of the dark. A lone illithid hunting in its element is more than a match for a group of surface warriors, and seldom is an illithid alone. They travel with the protection of their minions, enslaved subterranean monsters, or worse yet, others of their own kind. Those who explore the deep underground paths agree that it is better to die almost any other death than to fall into the clutches of the mind flayers.

MIND FLAYER ANATOMY

A mind flayer is roughly comparable to a thin human in height and build, but the external resemblance stops at that point.

An illithid's head is a monstrous sight, resembling a four-tentacled octopus sitting atop the creature's shoulders. The two eyes, uniformly pale white and without pupils, are sheltered beneath prominent brow ridges. The creature's soft, moist skin is mauve in color and glistens beneath a thin coating of mucus.

Mind flayers have three long, slender fingers and an opposable thumb on each hand, and two webbed toes on each foot. Each finger and toe is capped with a wicked-looking nail, which aren't as dangerous as they seem. In fact, the nails are composed of soft cartilage and present little danger to anyone struck or scratched by them.

INTERNAL ANATOMY

Internally, illithids are similar to humans. More precisely, they are very close to the base stock of the host in which they grow bodies prior to ceremorphosis (see Reproduction, below). They have hearts, lungs, livers, spleens, stomachs, and digestive systems that are recognizable to any anatomist. The process of ceremorphosis alters the appearance of these organs but not their function or the need to have them.

What it does alter, however, is the host body's nervous system. An illithid's nervous system is more extensive and more advanced than any human's. Every part of an illithid's body is "wired" into the brain with direct connections unseen in any other creature. In effect, an illithid's entire body is an extended brain. One might question the cognitive power of a liver, but there is no doubting that an illithid has tremendous physical awareness of its own body and physical condition.

For reasons explained below, an illithid's brain is anathema to its body. The process of ceremorphosis creates something closer to parasite than brain. That parasite becomes an indispensable part of the body. Its great weakness is that it does not produce the critical enzymes, hormones, or psychic energy that the body needs to survive and function. Those critical components must come from consumed brains.

Because of the mind flayer's all-embracing nervous system, food does not pass through a simple gastrointestinal tract but through a cognitive, self-aware digestive system. That system absorbs more than just nourishment from food. It scavenges enzymes, hormones, and most important, psychic energy. Illithids are known for consuming brains, but they eat other food as well, most of which contains various amounts of these needed enzymes and hormones. Internal organs are good sources, and they rank high on illithid menus. Brains are ripe with all three and are the only external source of psychic energy.

MOUTH AND TENTACLES

An illithid's tentacles can vary from 2 to 4 feet in length when fully extended. When the creature is at rest and not excited, the tentacles appear shorter. Even then, they are in almost constant motion, writhing absent-mindedly as the creature ponders. These limbs are extraordinarily dexterous and serve the mind flayer as an additional set of hands, even to the point of being used to punctuate or accentuate communication. The tentacles are also quite strong; an illithid receives the benefit of its full Strength score in any situation involving its tentacles.

The tentacle cluster surrounds a circular, jawless mouth ringed with rows of small, rasping teeth. The teeth serve primarily as tools for gripping and to prevent slippery gobs of brain matter from falling out of the mouth. An illithid does not bite through the skin and skull of a victim, instead dissolving it with a powerful enzyme transmitted through ducts in the tentacles. This enzyme acts so quickly that the tentacles appear to push right through the scalp and bone as if through soft clay. The enzyme is highly unstable and never survives more than brief contact with the air, making it impossible to harvest from slain illithids. No material other than illithid mucus is known to resist its corrosive effect.

ILLITHID SENSES

Although their white, pupilless eyes suggest blindness, mind flayers see quite well. Their acuity lies entirely in the realm of darkvision, which operates out to 60 feet. Their hearing is a little less acute than a human's. They have relatively good auditory direction sense (they can tell where a sound is coming from), but they have poor discernment (ability to separate and recognize discrete components of a particular sound).

REPRODUCTION

From birth to death, the physiology of the illithid life cycle is unique, and unspeakably horrible.

In basic configuration, a mind flayer is amphibious. The first portion of its life is spent as a tadpole hatched from an egg. An adult illithid spawns hermaphroditically two or three times during its lifetime, depositing about a thousand eggs in a briny pool constructed for just this purpose. The eggs hatch after about a month, releasing the writhing tadpoles into the pool.

The tadpoles spend ten years in the pool, where they are fed a fatty mash of brain material and other organs prepared by nursery attendants. After a decade, they have grown from a fraction of an inch to around 3 inches in length. At this point, in terms of sentience and intellect, they are still little more than intelligent frogs.

The nurseries are home to more than just tadpoles. At the bottom of the pool resides an elder brain, which survives by preying on the defenseless tadpoles. The tiny percentage of tadpoles that survive a decade in the pool—no more than a few in a thousand—are rightly considered by the illithids to be the fittest, canniest specimens. By surviving, they earn the privilege of undergoing ceremorphosis.

This is the real mystery of the illithid life cycle, for illithids do not grow their own bodies. Instead, a mature tadpole is inserted into the ear, nostril, or eye of a helpless humanoid captive. Over a period of several days, the tadpole burrows into the host brain, consuming gray matter and gaining body

mass in a nearly equal ratio. When the process is complete, the victim's brain is completely replaced by the tadpole's bloated tissue. The tadpole is neurologically melded onto what remains of the lower brain stem and assumes complete control of the body's nervous system. The victim dies irrevocably, but the body lives on with a parasite serving as its brain.

Victims have been rescued from this horrid fate, but only if help arrives quickly. A victim is permanently drained of 1 point of Intelligence, Wisdom, Charisma, and Dexterity every hour after tadpole insertion. When any one ability is reduced to 0, the victim's psychic essence is destroyed and replaced by the tadpole's awakening mind. Before that point is reached, *restoration* can reinstate lost ability points but won't kill the tadpole, so damage keeps accruing. The only sure way to save the victim is to kill the tadpole. The tadpole itself is very easy to kill (automatic kill with a coup de grace), but its location inside the victim's head is a serious complicating factor. Spells such as *cure disease* and *remove curse* have no effect; only a *heal* spell can save a victim undergoing ceremorphosis.

In most cases, the only way to guarantee the tadpole is slain is to crush or incinerate the victim's head. At that point, *resurrection*, *true resurrection*, or *raise dead* come into play. *Raise dead* alone is of no avail if the victim's head was destroyed in the process of killing the tadpole.

The process of ceremorphosis takes a week to complete but it cannot be reversed after any of the victim's ability scores are reduced to 0. From that point, no means can bring the victim back short of a *miracle*.

Only certain races are used by the mind flayers as recipients of ceremorphosis. In general, donors must be humanoid, mammalian, between 5 feet 4 inches and 6 feet 2 inches tall, and weigh from 130 to 270 pounds. Humans, elves, drow, githzerai, githyanki, grimlocks, gnolls, goblinoids (of Medium size), and orcs are sought-after donors. Races smaller or larger than these, whether in height, weight, or size category, are never used, and neither are reptilian or amphibian races. Halflings, dwarves, derro, duergar, gnomes, centaurs and their relatives, giants, and kuo-toas might be used as thralls or as food, but they are never used as ceremorphosis subjects.

DEVELOPMENT AND AGING

At the end of the week of ceremorphosis, nothing remains of the victim. Its tissues have been entirely replaced with the rapidly transforming mind flayer tissue. The creature is warm-blooded and hermaphroditic, with a life expectancy of up to 135 years. It looks fully grown, but the newly ceremorphosed creature is an infant, only days into its sentient existence. It must grow in learning and experience before coming into its full power. This process varies from one mind flayer to another but the average "growing up" period lasts about twenty years. Immature illithids are seldom allowed outside the security of a well-protected subterranean city.

THE ILLITHID MIND

Illithids seem at most times to be calm, collected, and dispassionate. Occasionally they appear to be gripped by great anger, but it's hard for

The beginning of ceremorphosis

Illus. by J. Nelson

other creatures to distinguish whether that is a true emotion or a display to impress outsiders or enemies. Because of this, mind flayers are assumed to have either few emotions or tremendous self-control. Both assumptions are wrong.

Illithids feel intense emotions but internalize them almost completely. A mind flayer that looks calm might be raging with a cauldron of emotion beneath the surface. In addition, an illithid's emotions are entirely negative: Anger, fear, envy, hate, shame, indignation, contempt, pride, and anxiety comprise nearly their entire emotional repertoire. The closest they come to experiencing joy is the feeling they get when eating a brain, but even this is mixed with such sadistic and hateful overtones that it can't be considered "happiness" as most races would define it.

This constant negative emotional state colors an illithid's every thought and perception. Because it knows no happiness, it spends no time planning how to become happy. Pride, satiated curiosity, and self-satisfaction are a mind flayer's highest emotional states. These feelings motivate it to action.

ILLITHID VARIANTS

Illithids are not a homogenous race. Their decade-long incubation as tadpoles and the mysterious process of ceremorphosis spawn numerous mutations and variations. Most of these do not survive.

Ulitharids

An ulitharid is immediately distinguishable from an illithid by two characteristics: it towers over its cousins, standing 7 to 8 feet tall, and it has six tentacles rather than four.

The "birth" of an ulitharid is a significant event in an illithid colony. They are sufficiently rare that a colony with a single ulitharid considers itself lucky.

As a tadpole, an ulitharid is indistinguishable from other tadpoles. However, it spends twice as long as a tadpole—twenty years, compared to the standard ten—before reaching maturity. Its true nature does not become evident even to other mind flayers until ceremorphosis. Once an ulitharid begins its transformation, it is greeted as something akin to a prophet.

These creatures rise to positions of civil or military leadership within their communities, and they frequently receive diplomatic embassies from other colonies that are not so blessed. In addition to their greater stature and revered status, ulitharids live twice as long as other mind flayers, compensating somewhat for their rarity of birth.

For ulitharid statistics, see Chapter 8.

Illithid Sorcerers

Considering their powerful intellects, it's not surprising that many illithids study wizardry. What is surprising is that a small number of illithids are actually sorcerers. How sorcerous talent manifests itself in creatures as nonhuman and alien as

Illus. by W. England

An elder brain in its pool

mind flayers is a great mystery to those who study the basis of sorcery. Certainly, mind flayers have no dragon blood. It could be that this tendency depends on the history of the donor body prior to it undergoing ceremorphosis, but since no systematic study is possible, no one knows.

However it's explained, the combination of psionic and sorcerous power is fearsome. These creatures are shunned even by others of their own kind.

Elder Brains

At the center of every large mind flayer community is a fetid pool of murky, swirling, briny fluid. The pool itself can have any configuration, but in every case it serves two purposes. First, it is an incubator for illithid tadpoles; hundreds of thousands might inhabit the pool as a teeming mass at any given time. Second, it serves as the nutrient pool for the community's elder brain, the intelligence that guides and unites the illithids into their tightly woven society.

How an elder brain comes to be is unknown. Even to the mind flayers, an elder brain is timeless and ageless. It is an amorphous, writhing bulk of tissue, the conglomeration of cast-off brain matter from deceased mind flayers. When a mind flayer dies, its brain is removed ceremonially and cast into the pool, whereupon it sinks to the bottom to be absorbed into the greater mass. This melding of an individual's brain into the communal elder brain is a fate to which mind flayers aspire; they do not fear or regret their passing. If anything, they fear a death that prevents them from becoming a part of the elder brain.

No individual personalities survive absorption by the elder brain. It is sentient (some might say super-sentient), but its consciousness lies outside any human or mind flayer experience. The nature of its intellect is a mystery to mind flayers, because even their potent psionics cannot penetrate beyond the shallowest layers of an elder brain to discern its inner workings.

The brain is clearly a physical as well as a psychic entity. It subsists by extracting presentient psychic vibrations from the tadpoles that teem around it. "Devoured" tadpoles are reduced to oily residue that dissolves slowly into the brine.

An elder brain is typically 8 to 10 feet in diameter, regardless of how many brains are absorbed into its mass. While an elder brain's mass doesn't increase beyond a known maximum, its intelligence and knowledge do. Each new brain contributes all of its life experience to the elder brain's totality.

Elder brains rule their communities completely. Their dictates and pronouncements are beyond question. Some are cruelly dictatorial, while others allow varying amounts of freedom. The most passive serve only as advisors and sources of historical information. The norm is a degree of control somewhere between absolute authoritarianism and enlightened despotism.

An elder brain's telepathic range extends 350 feet, although some elder brains might have feats, spells, or psionic powers that extend this range. Within that radius, an elder brain is aware of all living things. Intervening material has no effect on its ability to communicate or on its awareness of all thought within range. This hyper-awareness makes it almost impossible for enemies to sneak into an illithid community. Their presence is detected and resistance organized long before intruders move close enough to present a significant threat.

Besides communicating directly with individual mind flayers, an elder brain can establish contact between two or more illithids that would otherwise be outside one another's range of 100 feet. In this capacity, the elder brain acts only as a conduit, albeit one that hears and remembers everything that passes through it. Some elder brains use spells such as *Rary's telepathic bond* or equivalent psionic powers to keep in touch with individual mind flayers at tremendous distances, allowing near-instantaneous communication throughout the community.

Because of an elder brain's awareness, mind flayers are of necessity among the most lawful of creatures. Plotting against the community or the elder brain is impossible. Even deviating from the social norm is likely to bring about swift corrective action ranging from a single stern warning to coercion or psychic annihilation, depending on how harsh that particular elder brain cares to be at the moment.

Elder brains grow and gain power continually. They never become old, infirm, or senile (their sanity might be called into question, but only from the limited perspective of mortal creatures). A large number of illithids believe that all elder brains are growing toward an ultimate purpose—that at some point in the future, the brains will meld into a single, all-seeing elder brain capable of communicating across limitless distances through the Astral Plane.

Mind flayers are subject to one huge misconception concerning elder brains. They believe that their individual consciousness survives after joining the elder brain. This notion is completely wrong. The elder brain extracts knowledge and strength from the brain matter and adds its mass to its own, but the illithid is dead. Only the elder brain lives forever. Elder brains guard this secret, as one might expect.

For elder brain statistics, see page 144.

Brain Golems

One of the most astounding and disturbing abilities of an elder brain is its capacity to create what is known as a brain golem. This construct is formed from the brains of intelligent creatures, with a body that is an extruded portion of an elder brain's own mass. The head of the golem secretes a slimy substance that sheathes the body in thin, membranous skin.

PSIONIC SUBSTITUTION

In Chapter 8, the elder brain is described as a 20th-level sorcerer. This spellcasting merely serves to emulate its psionic abilities for DMs who choose not to use psionics in their game. Elder brains are never true sorcerers.

Few nonillithids have ever seen one of these monstrosities. They sometimes function as added "muscle" for an illithid community that is faced with imminent danger, but their main function is to serve as an elder brain's physical hands and carry out tasks that are too important, secret, or complex for mind flayers themselves. As such, they are viewed with great wonder by mind flayers. The emergence of a brain golem from an elder brain's pool is considered a grand portent and treated with awed solemnity by the community.

A brain golem shares its creator's imperviousness to psychic probes. It never communicates in any way with entities it encounters. If it is destroyed before returning to the pool for reabsorption, its mass doesn't seem to be missed by the elder brain.

Brain golems are described in the *Fiend Folio*.

Alhoon

A lot of mind flayers practice magic, and some grow quite powerful. However, illithid society prefers to focus on the creatures' true heritage of psionic mastery. As a result, excessive study of magic is considered a distraction at best and an offense at worst. Mind flayers that persistently violate this stricture suffer the ultimate punishment; they are banned from joining with the elder brain upon their deaths.

For that reason, mind flayers that study magic, and especially sorcery, devote the better part of their attention to devising ways to extend their lives unnaturally. The ultimate goal is to become a lich. Those that succeed at becoming liches are known as alhoons to other mind flayers, or illithiliches in the Common tongue.

Physically, an alhoon can be difficult to distinguish from a normal mind flayer. The most obvious difference is the lack of the mind flayer's ever-present mucus coating. Without that protection, an alhoon's skin becomes dry and cracked. Its eyes might appear shriveled and sunken. Both of these clues are easily missed by someone who hasn't seen a living mind flayer.

Because of its fascination with arcane magic, a typical alhoon possesses no more psionic power than an average mind flayer. Its frightful mastery of magic more than makes up for its lack of psionic prowess.

Mind flayers universally shun alhoons, considering them abominable because the undead creatures have sacrificed any hope of joining with the elder brain. An alhoon residing near an illithid community or outpost will be hunted and exterminated if its presence is discovered.

For alhoon statistics, see Chapter 8.

Mind Flayer Vampires

Even stranger than illithid sorcerers are illithid vampires. How they come to be is unknown. Unlike other vampires, they do not create spawn or propagate their kind by leaving victims wounded but not yet undead.

A vampiric mind flayer bears little resemblance to its kin. Where mind flayers favor rich, luxurious robes, a vampiric illithid wears nothing to cover its dark gray flesh. Its head is smaller and of a different, flattened shape, appearing almost to have shrunk or partially collapsed inward. A vampire illithid's tentacles are longer and more muscular than those of a living mind flayer, and it uses them for bludgeoning as much as grasping.

Such a monster would be truly terrifying if it possessed the mighty intellect of a mind flayer. Fortunately, vampiric mind flayers are completely feral. Their minds hold bestial cunning and savagery, but they do not think or reason. Some portion of their minds must recall their former lives, since their favorite haunts are subterranean, in the types of areas where mind flayers live. Other mind flayers are a vampiric illithid's worst enemies, because they destroy one whenever given a chance.

For vampire mind flayer statistics, see page 160.

Urophions

The racial limitations involved in selecting donor bodies for ceremorphosis are well known to the illithids. Still, this knowledge does not prevent them from experimenting with other creatures to see what might result. In most cases, both host and tadpole die.

Oddly, implanting a tadpole into a roper proves viable. The result is a urophion, or illithid roper. This is the only known case of tadpole implantation succeeding in a cold-blooded creature.

Physically, ropers and urophions are nearly indistinguishable. Urophions are stationed around illithid communities to act as guardians and sentinels. The live their lives much as any roper would: solitary, sedentary, and stationary. Their acute senses allow them to detect intruders at great distances. When a victim approaches within 50 feet, a urophion unleashes a powerful mental blast to stun the prey, then uses its six very long tentacles (up to 50 feet in length) to grasp the victim, drag it close, and extract its brain.

Intellectually, urophions are on par with any other illithid, and their psionic abilities are nearly as powerful. Nevertheless, they are viewed by the community as a whole as inferior and suited only for lives of dreary service. Their one honor is to be offered to the elder brain upon their deaths.

Brilliant but isolated, urophions live lives of desperate loneliness and frustration. While most remain loyal to their creators, some wander away in pursuit of their own inscrutable objectives.

For urophion statistics, see Chapter 8.

Neothelids

Among the strongest taboos in illithid society is the idea of not implanting a mature tadpole into a donor brain. While some tadpoles are implanted experimentally, with death the almost certain outcome, none are intentionally kept back from implantation.

On rare occasions, an illithid community collapses, typically from an external assault, and the elder brain is killed. When that happens, the tadpoles are suddenly freed from predation by the always-hungry elder brain. They, in turn, are no longer fed by their caretakers, and the tadpoles grow increasingly hungry. Driven by hunger, they turn to cannibalism. Only one tadpole survives from the thousands in the pool.

The psychic energy that this one survivor absorbs from its fellow tadpoles (and possibly from the decaying corpse of the elder brain, as well) allows it to grow much larger than any normal tadpole would—to the size of a small dog. Eventually, hunger again drives it to a desperate act: crawling out of the briny pool into the greater subterranean world in search of food. Once free of the pool, the creature lives by preying on rats and other vermin, a diet that allows it to grow even larger.

Eventually, such an abomination catches and devours a sentient creature, whether a duergar, a drow, or a luckless human far from home. Consuming that first thinking brain triggers the same reaction in the tadpole that would have occurred if the tadpole had been implanted normally. It becomes self-aware, and its latent psionic potential awakens.

At that point, the creature becomes a neothelid. Untrained, savage, feral, and brilliant, it knows nothing beyond the squalid, predatory existence it has lived so far. Neothelids prowl subterranean passages in search of more brains to sate their constant hunger, growing ever larger and more vicious. Truly leviathan specimens have been spotted prowling the deepest underground.

In addition to having the usual psionic abilities of an illithid, these creatures can spray tissue-dissolving enzymes from their tentacle ducts, reducing victims to a puddle of slime and leaving only the pulsing brain unharmed. They have no knowledge of their links to illithids, so they're just as likely to prey on mind flayers as on anything else.

Neothelids are described in the *Expanded Psionics Handbook*.

A brain canister

ILLITHID MAGIC

Although their highly structured society is sometimes hidebound and conservative, illithids are tremendously creative problem solvers. Whether working with pulleys and gears, psionics, magic, alchemy, or a combination of all four, their great intelligence and natural competitiveness lead to unique solutions.

MIND FLAYERS AND MAGIC ITEMS

Unlike many other aberrations, whose physical shape makes the use of humanoid-crafted magic items difficult, mind flayers are humanoid enough in form to wear the same magic items that any human character could wear.

Mind flayers naturally favor items that add to their already formidable mental acuity, seeking out (or crafting on their own) *headbands of intellect* or *cloaks of charisma*. They also greatly value defensive magic, such as *rings of protection, cloaks of resistance,* and *bracers of armor.* Mind flayers feel that they are far too important to allow themselves to be killed through insufficient preparation, and go to great lengths to provide themselves with magical defenses of all sorts.

Illithids that gain levels as wizards or clerics acquire item creation feats and produce a variety of useful items—particularly items that provide physical protection from harm. In addition to bracers, rings, and similar devices, mind flayers also produce a number of unique items, which are described below.

Brain Canister: The ultimate goal of every mind flayer is to join the elder brain upon death. To be denied this is the worst fate imaginable. When illithids die far from home, their brains cannot be brought back to the elder brain before putrefaction begins. Once a deceased illithid's brain begins to rot, the elder brain does not accept it. This is viewed as a great waste.

To prevent such a tragedy, mind flayers developed the brain canister. This metal urn is typically made from copper

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and filled with an alchemical solution. A brain placed in the canister lives on indefinitely, although it is unconscious and insensible.

Removing a brain for storage in the canister requires a DC 25 Heal check (mind flayers gain a +5 circumstance bonus on this check due to their natural facility at the task). The body must be living when removal begins, and the brain must be placed in the canister within 1 minute of removal, or it dies. The creature whose brain is removed dies immediately and cannot be *raised* or *resurrected* unless the brain is recovered or destroyed.

Mind flayers sometimes use brain canisters to store meals for long journeys, when it might not be possible to feed as often as they like. They also store the brains of particularly interesting humanoids, so they can perform terrible experiments or transplants on the brain or question these individuals through various psionic means.

Faint necromancy; CL 5th; Craft Wondrous Item, *gentle repose*; Price 30,000 gp; Weight 5 lb.

Brainmate: Mind flayers in the vicinity of an elder brain feel its presence constantly. This is not an unpleasant sensation for them. The never-ending hum of the elder brain's activity is a reassuring sensation for an illithid. When a mind flayer travels outside the elder brain's range of influence, that comforting presence is lost. An imperfect solution to this problem is the brainmate.

The brainmate consists of a tiny bud, about the size of a walnut, taken from an elder brain and encased in a crystal globe filled with mucus. The brain matter itself might or might not be visible within the murky goo. The globe can be worn on a chain around the neck or simply carried on the wearer's person.

A brainmate is nominally sentient. It contains a tiny portion of the elder brain's knowledge, and it responds to direct telepathic questions. Although a brainmate does not provide the comforting background hum of mental activity that illithids find so soothing, it is a useful companion to a far-ranging mind flayer.

If the wearer has the telepathy special ability, the ability to cast *Rary's telepathic bond*, or the *mindlink* psionic power, he can access the brainmate to make use of its knowledge. A brainmate possesses 10 ranks in two specific Knowledge skills, allowing the wearer to make checks in those specific skills as if he possessed the same number of ranks. The wearer uses his own Intelligence modifier on these checks

Besides storing information from the elder brain, a brainmate also records everything its owner imparts to it. If the brainmate is worn or carried by a telepathic user, it records everything the individual sees, hears, or experiences. It is common, therefore, for illithid spies to be equipped with brainmates. When a spy returns to its community, the elder brain has perfect access to everything the spy encountered, with no memory loss or room for misinterpretation.

Moderate divination; CL 11th; Craft Wondrous Item, *Rary's telepathic bond* or telepathy as a special ability; Price 10,000 gp.

Dampsuit: A dampsuit is a close-fitting bodysuit of slick leather that covers a mind flayer from head to toe. It seals in a creature's precious body moisture when the illithid ventures away from the dark, clammy warrens where it normally lives. The suit itself consists of several complex layers, each moistened and lubricated with mucus for easy movement. The suit traps all moisture that escapes from the wearer's body and recirculates it.

Wearing a dampsuit, a mind flayer can operate in dry, hot conditions that would quickly exhaust or kill an unprotected illithid. Under normal conditions, a mind flayer's tentacles remain curled up inside a special pouch designed for just that purpose on the front of the suit. When needed, they can be thrust out through a valve in the face mask, then withdrawn (along with a brain) when their work is done.

A dampsuit is a suit of *+1 slick leather armor* that protects its wearer with an *endure elements* effect.

Faint abjuration; CL 4th; Craft Magic Arms and Armor, *endure elements, grease*; Price 6,910 gp; Cost 3,535 gp.

Striator: This uniquely illithid stylus looks like nothing more than a nicely polished piece of wood or bone. It typically is about a foot long, an inch wide, and a quarter to a half-inch thick. More ornate versions have pleasantly sweeping curves that fit the hand or are decorated with intricate inked carvings. The only universal distinguishing characteristics are four small, flattened nibs at one end.

When a creature grasps the stylus and draws it across a piece of parchment or paper, the striator reads the thoughts of the writer and causes a pattern of dashes and spaces to be raised up on the surface in four parallel lines. This is Qualith, a system of tactile writing used by illithids (see Language, below).

The striator draws its information directly from the user's thoughts and transcribes the data into Qualith whether the writer understands Qualith or not.

Faint divination; CL 3rd; Craft Wondrous Item, *detect thoughts*; Price 1,500 gp.

Thought Extruder: On occasion, a brain is more valuable to mind flayers if it's not eaten. Prisoners, for example, might have important knowledge that the mind flayers need but cannot extract by brute force. No matter how powerful a character's psionic or magic resistance to mind-reading might be, it can be overcome through the use of a thought extruder. The device allows no saving throw and does not permit spell resistance.

This diabolical device is a collapsible cage of wires, mesh, and needles. Once it's fitted around the head of a restrained subject (which takes 20 minutes), a mind flayer uses its biocorrosive enzyme to open a fist-sized hole in the prisoner's skull, exposing the brain. Needles then drill into the gray matter, probing for active thought centers, pleasure and pain receptors, and repressed or shielded memories. The operator must be able to establish telepathic communication with the

subject by means of the telepathy special ability or a spell or psionic power serving the same purpose.

The needles are thought conductors made from an organic material specially developed by illithid alchemists. They enable the operator to read whatever is in the subject's mind. The process is slow; the operator can ask only one question per minute, but receives a complete, truthful answer.

With each question, the victim makes a DC 20 Fortitude save. Each failure permanently drains its Intelligence, Wisdom, and Charisma scores by 1. When the illithids are done asking questions, the victim makes a Will save using its current Wisdom modifier. Failure leaves it permanently insane, as the spell *insanity*.

Moderate divination; CL 9th; Craft Wondrous Item, *Rary's telepathic bond* or telepathy special ability; Price 45,000 gp.

NAUTILOID

It is rumored that not all mind flayers live beneath the surface. Some tales speak of ships shaped like the shell of a nautilus that are capable of flying through the spaces between worlds. Most serious scholars discount these tales as pure fantasy, despite those who claim to have seen such ships first-hand.

The illithids themselves know that the tales are true. The great ships are remnants of their glorious future, when their empire will span not just worlds but the entire universe (see The Whispering Shadow, below). The knowledge of how to build these stunning vessels is lost—or, more correctly, hasn't been discovered yet. Until it is, the remaining ships ply the great gulfs of the night skies cautiously, seeking evidence of lost mind-flayer colonies and hidden githyanki outposts.

PSIONIC SEAL

Some mind flayers know how to create a special type of magic item known as a psionic seal. These are similar to psionic tattoos (see the *Expanded Psionics Handbook*), although the design is created purely by psionic power; no ink is involved.

Creating a psionic seal requires the Craft Psionic Seal feat. (If you are using the *Expanded Psionics Handbook*, you might decide that mind flayers that have the Scribe Tattoo feat can choose to make both psionic tattoos and psionic seals.)

Psionic seals can be inscribed on flesh or on just about anything else, including doors, hallways, chests, articles of clothing, weapons, or pages of a book. Creatures can wear no more than one psionic seal at a time; additional seals scribed onto them simply fail.

The caster level or manifester level of a psionic seal is the minimum level required to cast or manifest the power. A psionic seal can hold spells or powers of 3rd level or lower.

When worn on a creature, a psionic seal activates when its wearer touches it and wills it to activate. This is a standard action that provokes attacks of opportunity. The wearer doesn't get to make any decisions about the seal's effect—the person who scribed the seal has already done so.

When scribed on an object, a psionic seal can be set to activate in response to one of three events: when touched and willed to activate (useful for helpful spells or powers), when touched at all (useful for traps), or when a creature with specific observable characteristics moves within 5 feet of the psionic seal (useful for trapping doorways, for example). In the latter case, the seal must be in plain view—it can't be hidden inside an object, for example.

A harmful psionic seal is considered a magic trap. It is rarely hard to find, since it must be in plain view to function, but disarming the trap requires a Disable Device check (DC 25 + spell level of the spell or power used to make the seal).

In any case, a psionic seal fades away after it is triggered once.

Craft Psionic Seal

A creature with this feat can create psionic glyphs or symbols that hold spells or psionic powers until triggered.

Prerequisites: Int 15, psionic ability (spell-like abilities described as psionics, psi-like abilities, or psionic powers), caster level or manifester level 7th.

Benefit: A creature can cast or manifest any arcane spell or psionic power it has access to as a psionic seal. If it is creating a psionic seal of an arcane spell, it must have prepared the spell to be scribed and must provide any material components or focuses the spell requires. If casting the spell or manifesting the power would reduce the creature's XP total, it pays that cost upon beginning the seal in addition to the XP cost for making the seal itself. Likewise, material components are consumed when the creature begins scribing the seal, but focuses are not.

A single object of Medium size or smaller can hold only one psionic seal. A larger object can hold one seal per 100 square feet of surface area. A creature can also scribe a psionic seal on a willing creature, but a creature can hold only one psionic seal at a time; any additional seals inscribed on that creature automatically fail.

A psionic seal has a price equal to its spell or power level caster or manifester level 50 gp. (A 0-level spell or power counts as 1/2 level.) The creature crafting the seal must spend 1/25 of the price in XP and use up raw materials costing one-half the price to inscribe the seal.

RESONANCE STONE

Resonance stones play an important role in mind flayer society. Very few mind flayers do not own at least one, and many of them own several.

The best description of a resonance stone would be "emotion transmitter." Each stone stores a specific emotion and broadcasts that emotion over a small area. The typical range is 30 feet; more powerful stones can have larger areas of effect, while very small stones might be so weak that they must be in contact with the skin to be perceived.

There is no universal size or appearance for a resonance stone. They can be made from any mineral. Crystal, marble, quartz, and precious gems are the most common materials. In volume, they vary from the size of a pea (which would be worn on a ring or necklace beneath the clothes) to the size of a melon (powerful enough to flood a small auditorium with emotion). The largest known resonance stone is the great globe suspended from the ceiling of the plaza in the illithid city of Lagurno (see below), but it is exceptional in every way. The average stone is around the size of a large egg.

Resonance stones are always active. Any sentient being that approaches within the stone's radius of effect experiences the emotion that it broadcasts. At first, this sensation is faint. As one draws nearer, the emotion rises quickly in intensity to the imprinted level. If the stone is touched, the intensity jumps up sharply.

Illithids use resonance stones casually as decorations. In an illithid's home, one could expect to find resonance stones emitting a sense of deep self-satisfaction, pride, feelings of personal superiority, or confidence. In public places, resonance stones might be positioned to heighten feelings of responsibility, duty, loyalty, or racial superiority. At a performance eating event (see Performance Eating Area, below), the performance could be heightened through the use of stones that broadcast a sense of anticipation, gradually changing to delight followed by satisfaction.

To illithids, these emotions convey the same nostalgic connotations that smells carry for a human. The familiar feeling of home has a literal meaning to a mind flayer. Many can navigate through their homes or even through public spaces by sensing emotions only.

Besides offering a pleasant diversion, resonance stones serve a vital function as well. A newly ceremorphosed mind flayer has no experience with emotions. When it suddenly becomes sentient, its mind is bombarded with thoughts and feelings from all directions. A nearby resonance stone calms the tumult and floods the creature with feelings of reassurance and contentment. As it adjusts to its new body, develops psionic powers, and acclimates to the unvarying presence of the elder brain, a resonance stone, rather than a parent, is its constant companion. In other words, mind flayers learn emotions from resonance stones, not from one another. They do not fall in love or even form friendships beyond useful acquaintances. Resonance stones fill their emotional needs.

Resonance stones can be turned to darker, more destructive purposes, too. Stones that radiate feelings of hopelessness and helplessness are frequently used to keep newly captured prisoners docile before they can be enthralled. Similarly, stones that radiate feelings of satisfaction and resignation can be scattered across the floor of a pit where captives are held, to keep them quiet and prevent fighting. A stone emitting horror, despair, or surrender can be useful during interrogation.

Creatures subjected to a resonance stone effect can attempt Will saves (save DC varies by stone type) to resist the effect. A creature that succeeds on this save is immune to that stone's effect for 24 hours. A creature that fails the save but leaves the area and reenters can attempt a new saving throw, but it takes a –2 penalty on the second and all subsequent saving throws made against the same resonance stone in the same 24-hour period. Mind flayers receive a +4 racial bonus on saves against resonance stone effects.

Sample stones are presented below.

Resonance Stone of Despair: All creatures that come within 30 feet of this resonance stone must succeed on a DC 16 Will save or be affected as if by *crushing despair* for as long as they remain in the affected area.

Moderate enchantment; CL 7th; Craft Wondrous Item, *crushing despair* or telepathy special ability; Price 56,000 gp.

Resonance Stone of Fear: All creatures that come within 30 feet of this resonance stone must succeed on a DC 16 Will save or be affected as if by *fear.*

Moderate necromancy; CL 7th; Craft Wondrous Item, *fear* or telepathy special ability; Price 56,000 gp.

Resonance Stone of Delirium: All creatures that come within 30 feet of this resonance stone must succeed on a DC 14 Will save or be nauseated and blinded for 1 minute.

Moderate enchantment; CL 7th; Craft Wondrous Item, *major image* or telepathy special ability; Price 45,000 gp.

THE WHISPERING SHADOW

Of all questions surrounding illithids, "Where did they come from?" is the most mysterious. For an answer to this riddle, scholars are limited to scraps of clues from a handful of ancient texts. The clearest reference is found in *The Planetreader's Primer*, a book of primeval knowledge published (reputedly) in the great city at the center of all, Sigil. It speaks in certain terms of an illithid empire that spanned worlds in a time predating memory. So mighty was this empire that its expansion threatened to consume even the eternal Blood War before it was turned back.

The Astromundi Chronicles, a text of ancient yet unknown origin, speaks of the illithids as "a race of monstrous spawn, hidden beneath the world by their progenitors." No clue is given as to the identity of these progenitors. The text suggests that the illithids hated their creators with such passion that they lashed out against them and destroyed them utterly, leaving no trace of their existence for the modern scholar to examine.

The most archaic of all sources is a set of stone tablets known as the Sargonne Prophecies, named for the city of disturbing ruins called Sargonne. The crumbling tablets contain passages so cryptic that they have been interpreted as prophecies rather than as history. Each bears a central likeness of what is unmistakably a mind flayer. The inscribed runes present a troubling aspect to the observer. They tell of an illithid world "bathed in eternal night" that is destroyed by some fiery cataclysm, from which the illithids flee in flying ships.

From these fragmentary glimpses into the dim past and the oral histories of several long-lived races, scholars have concocted the following "history" of the illithid race.

Its origin is simply unknown. Wherever they came from, in time so ancient that no record of it exists, illithids ruled a vast, worlds-spanning empire.

This empire, built on a foundation of slavery and domination over whatever other races existed at that time, dwarfed everything that has come since. At some point, certain of those enslaved races developed a degree of resistance to the psychic shackles of the illithids. When they had gathered sufficient power, the slaves revolted. How it was done no one can say, but the slaves succeeded in toppling their masters and winning free. The age that followed was one of unrelenting revenge as desperate pockets of illithids were hunted and exterminated.

The freed slaves were not free of strife, and they fell to warring among themselves. This had two effects. First, the feuding branches of ex-slaves became what are now known as the githyanki and the githzerai, who make war on each other to this day. Second, the illithids that eluded their vengeance were able to regroup and escape to defensible fortresses deep underground, where the gith races chose not to pursue them.

This account is basically true in its outline but is flawed in one astounding respect. While the rebellion of the gith did indeed take place in the past—about two thousand years ago, to be precise—their mind flayer masters had themselves just arrived in that era from the unimaginable future.

At the very end of time, the mind flayers faced extinction at the hands of some unknown adversary. Caught in the throes of defeat, harried in their crumbling capitals and universities (lesser outposts had fallen eons before), the surviving illithids concocted a desperate plan. As their last bastions were assailed and their psychic defenses breached, the mind flayers sacrificed countless ancient, potent elder brains to produce a psionic maelstrom of unimaginable proportions. The ensuing cacophony of energy demolished the very laws that support the structure of time. The illithids and all that remained of their decadent civilization were hurled backward across the ravaged barriers separating the ages to arrive in the present world, but thousands of years ago, as recorded in the Sargonne Prophecies.

The illithids' staggering gamble paid off. Upon arriving in the human world of several thousand years past, they quickly enslaved the humanoid race known as the gith, seeking to reestablish their empire in their new age. After centuries of servitude, the gith successfully rebelled against the mind flayers. Much of the knowledge and wondrous magic brought to the distant past from the illithid empire at the end of time was destroyed in this rebellion, and for long years the mind flayers were scattered and disorganized in its wake.

While the rebellion of the gith was a great catastrophe, the mind flayers are a patient race. They need only wait in the darkness, planning, correcting foreseen mistakes, and gathering strength for the time when they return to ascendance.

In the impossibly far future, when stars are reduced to pale, red cinders flickering coldly over somnolent worlds, the illithids will rise from their subterranean dens to face the languid twilight and establish once more the empire they lost. They will be stronger, crueler, and hungrier than ever, and all hope will die.

LANGUAGE

Mind flayers have no spoken language of their own. Among themselves, they communicate entirely by means of telepathy accented with tentacle motions. At first, their telepathy is short-ranged and limited to creatures within their line of sight. As a mind flayer matures, it gains much greater control and power, plus the ability to maintain communication with multiple minds at once.

Mind flayers understand and can speak Undercommon, when verbal communication is necessary. Due to their high intelligence, most mind flayers know a number of other languages, too—usually Common, Elven, Aquan, and Infernal. While they despise speaking any language aloud, mind flayers find it useful to be able to read texts produced by humans or by their common subterranean rivals, aboleths and drow.

Mind flayers use a unique written language known as Qualith. Qualith has no spoken form; it is a record of pure telepathic communication. Qualith script resembles four parallel lines of raised dashes and spaces, intended to be read by touch. Each line carries an independent train of thought, but to understand the message, all four lines must be read simultaneously. The cadence of the writing attempts to capture the rhythm and sensation of multilayered telepathic communication. The effect is nearly impossible for nonillithids to understand or translate without years of study (DC 35 Decipher Script check).

Qualith script is common throughout most illithid architecture. In many cases, it runs in unbroken expanses on every wall. Explorers and intruders who don't understand the significance of the geometrical markings mistake them for religious symbols or decorative carvings.

RELIGION

Illithid religion differs from most theologies in that it lacks any concern with the afterlife. Mind flayers know what becomes of them when they die—they meld with the elder brain. Instead, mind flayers revere a deity whose philosophies mirror their own: that knowledge is the greatest commodity, darkness the greatest illumination, the mind the greatest power, and illithids the greatest race. They have such a deity in Ilsensine.

Ilsensine resides in the vast Caverns of Thought beneath the surface of the Concordant Domain of the Outlands. It has no physical body but manifests itself as cohesive thought in the shape of a gigantic, pulsing brain. Ganglia of infinite length trail outward in all directions from its glowing shape and reach to all corners of existence. Through these ganglia, Ilsensine

taps all the knowledge that is. It peers into the minds of the greatest sages of all dimensions, saps fading memories from the desiccating brains of dead wizards, and stares across space and time itself to learn all there is to know. Of everything it surveys, it judges the mind flayers as the most worthy of mortal creatures.

Mind flayers do not worship Ilsensine in the same sense that humans or elves worship their deities. They revere the god for its gigantic, all-sensing mental capacity. To them, Ilsensine is the ultimate form of what an elder brain aspires to be and might become, in the fullness of uncountable eons of growth. The illithids envy its vast knowledge, which in practical terms appears limitless. They entreat Ilsensine for favors and even supplicate it, but their innate, overpowering egoism prevents any true "worship."

The priesthood of Ilsensine is small and selective. Illithid clerics live monastically, pursuing knowledge for its own sake and engaging in experiments to develop new psionic powers. Through their worship, they enlist the aid of all-sensing Ilsensine, who knows things that are hidden even to the elder brains.

Mind flayer priests are not reviled the way wizards (and especially sorcerers) are, but they don't mix with illithid society. They rarely leave their temples except when conducting important ceremonies.

Taking a cue from Ilsensine, the clerics sometimes use cranium rats (see page 167 of the *Fiend Folio*) as spies or to convey messages across long distances. When Ilsensine needs to intervene directly in material affairs, it most often sends its proxy, Lugribossk.

Clerics of Ilsensine can choose from the Evil, Knowledge, Law, Magic, or Mind domains (see Chapter 9). They rebuke undead.

A githyanki fighter duels a mind flayer

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RELATIONS WITH OTHER RACES

Mind flayers have no friends. If an illithid treats a creature of another race as an equal, it is pretending friendship. Other races are useful when they bring information and trade goods. Ultimately, illithids have only two ways of interacting with other races: enslavement and consumption. If an illithid treats a drow or a duergar respectfully (never deferentially), it is doing so only to serve its own purposes.

Of all races, mind flayers have special enmity for githyanki and githzerai. Both of these races hunt illithids. Mind flayers show them no mercy and receive none in exchange.

The only creatures that illithids fear are undead, because they have no minds to dominate. Undead cannot be psionically detected, cannot be attacked with mind-affecting powers, and cannot be slain by the removal of the brain—all characteristics that make them peculiarly dangerous to mind flayers.

The Threat of the Gith

The githyanki and githzerai are implacable foes of both their former illithid masters and of each other. The relationship between these three races is one of millennia-long animosity and violence.

In a very literal sense, the mind flayers created the githyanki and githzerai. They are the ultimate result of generations of selective breeding of illithid thralls. The base race from which these two derived is unknown; gith progenitors might have been brought to the distant past from the illithid empire at time's end, or they might have simply been a race of the mundane world captured during the first great mind flayer incursion from the future. Even the gith do not know. In any event, they are now sufficiently removed from their origins that the base stock is of interest only to historians.

The githyanki and githzerai are more similar than either race ever admits. There can be no doubt that at some time, not that long ago (in absolute terms), these two races were actually one. The split actually occurred after the gith won their freedom from the mind flayers. The schism that divided them into two camps was philosophical and social, not racial. The hatred that it spawned was so intense, and still runs so deep in both societies, that they can't coexist on the same plane. The githyanki have chosen to live in drifting fortresses secreted on the Astral Plane, while the githzerai hide their monasteries in Limbo.

From these strongholds, both races foray to the Material Plane to seek vengeance on the mind flayers. The githyanki are primarily a race of warriors and wizards, while the githzerai favor the monk and rogue classes. While it is clear to outsiders how much these two groups could help each other, the thought is anathema to them. If githzerai encounter githyanki, they gleefully slaughter each other. Only the immediate opportunity to slay their common foe causes them to stop fighting and work together.

This animosity serves the mind flayers well. If the gith ever were to unite, combining their unique strengths and their vast knowledge of the planes, the future would look bleak for mind flayers. Clearly it is in the illithids' best interest to keep their two most relentless foes at each others' throats as long as possible. Specifically, the mind flayers take steps to prevent their enemies from becoming too numerous or too powerful. They recruit spies among the githzerai and githyanki: members of those races who, through blackmail or a desire for vengeance, have turned against their own people. These agents not only keep the mind flayers informed about their enemies' plans, but also continue to stir the coals of racial hatred, assuring that the two races remain separate. The illithids, on the other hand, are immune from such machinations, thanks to the all-sensing elder brains. No spy could operate for long within a mind flayer community without being uncovered, and the punishment would be the simplest and most effective of all: death without joining the elder brain.

Thralls

Illithid communities are filled with slaves or, more correctly, thralls. Thralls do all menial work in illithid society. They are the household servants, public workers, and draft animals. They even fill the ranks of the mind flayer armies, where their role is largely to serve as cannon fodder while powerful illithids wreak havoc on the enemy with *mind blasts* and mental domination.

Newly captured slaves are subjected to inspection and disinfection, followed by constant psychic bombardment to ensure that they become docile and willing thralls. Those lucky few who managed to escape from thralldom describe it as a waking nightmare. The slave is always aware of what he is doing and is filled with revulsion at his deeds, but is powerless to resist illithid commands. The hopelessness and horror of this mental captivity bears down on the thrall as a constant weight.

Many thralls are captured in raids, but not all. Some are bred selectively for strength, docility, or even coloration or height.

Few thralls die of natural causes. Most become meals for their masters. Their usefulness doesn't end at death, either. The bodies (minus the brains, of course) are fed back to other thralls.

In addition to the tasks they perform, thralls provide another service to their masters. Illithids have a need to dominate lesser creatures and take great pride in the quantity and quality of their own personal thralls. An illithid with an especially valuable or exotic thrall enjoys great prestige among its peers, while an illithid without thralls is considered weak and incompetent.

MIND FLAYER GOALS

Mind flayer society is unique in that illithids know their destiny is to dominate the universe. Illithids are not foolish enough to believe that the future cannot be changed, however, so they are not complacent. They know that the githyanki and githzerai in particular might inadvertently alter the future by destroying the illithid race.

Elder brains excel at seeing the big picture. They take a long view that exceeds most races' lifetimes. Their active schemes might involve plans that won't reach fruition for decades or centuries. This sort of long-range planning makes it nearly impossible for outsiders to deduce what a group of mind flayers is planning. Sometimes, the mind flayers themselves don't entirely understand why the elder brain instructs them to do certain things.

In the short term, though, mind flayers work toward a few recognizable goals.

They oppose and kill githyanki and githzerai wherever and whenever they locate them.

They establish links to nonillithids who can be of service to them while scouting others as potential targets for raids.

They seek to maintain a steady influx of brains for nourishment.

They expand their knowledge in every area. Only through knowledge can they make accurate predictions about the future.

They seek to undermine burgeoning empires on the surface. Illithids don't see surface empires as direct threats to their eventual rise. Rather, they interfere with growing empires experimentally. In this, the whole surface world is their laboratory. By meddling in surface politics to bring about governmental collapse, mind flayers hope to learn what pitfalls to guard against when erecting their own empire.

The longest-range and most ambitious plan of all is to find a means of extinguishing the sun. Mind flayers aren't harmed by sunlight, but they hate it and avoid it at all costs. If the world could be plunged into darkness, the illithids could expand from their subterranean lairs onto the surface, where all the best brains are to be found.

THE FLOW OF FRESH BRAINS

The peculiar dietary needs of the illithids generate a significant barrier to maintaining ties with other races. Falling into the clutches of the mind flayers ensures a horrendous fate. No matter how the mind flayers encourage necessary trade with other races, no one should ever forget that illithids must devour brains directly from the skulls of living victims to survive. How do they maintain a sufficient supply?

A mind flayer must have a minimum of one fresh brain per month. Any less than that and it suffers physical debilitation, becoming so weak that it could die. Its ideal diet is one brain per week. A mind flayer that consumes one brain a week does not feel deprived. It can eat more than that for enjoyment and for the psychic boost, and it will if brains are plentiful.

Typically, mind flayers consume somewhere between the minimum of one brain per month and the ideal of one brain per week, averaging one brain every two weeks and supplementing their diet with other foods. This doesn't sound like much, but consider the effect of a community of one hundred mind flayers. To maintain their health, they need fifty brains a week, or 2,600 brains a year. Maintaining that supply is the most important and difficult task facing an illithid community.

The need for consumable brains is the chief reason why mind flayer communities tend to be small. Large communities (one hundred or more illithids) are rare. Cities of up to two thousand are even more so. They are so rare, in fact, that sages consider them fables.

To maintain their diet, mind flayers rely on three methods: breeding their own supply, taking the brains of intruders, and brain raids.

Breeding Their Own Supply

Illithids maintain large stocks of thralls, and few die natural deaths. The mind flayers' needs cannot be met entirely through stocks of slaves, however. The races that produce desirable brains mature too slowly to be efficient livestock. Using humans as an example, and assuming that a human brain reaches "ripeness" at the age of twenty, each illithid would need more than 250 slaves just to assure its own minimum food supply. Even a small outpost of twenty illithids would need five thousand human slaves in its feed lots, and a third to a half of them would be too young for heavy work. For a healthier diet, that number doubles, and it quadruples for an ideal diet. The logistics behind such a massive program make it impossible.

Other races mature faster than humans. Goblins, orcs, and grimlocks, for example, reach consumable age in one-half to two-thirds of the time it takes a human . . . but they are not nearly as desirable as food.

Besides the logistic issues, the brains of lifelong thralls are less satisfying to mind flayers than the brains of free individuals. A thrall has few true experiences to remember and even fewer emotions, which are the "meat and potatoes" of a nourishing, fulfilling mind.

Preying on Intruders

The second method for maintaining a supply of brains involves pouncing on intruders that wander too near illithid strongholds: roving monsters, imprudent traders, and, best of all, adventure-seeking heroes. While the active, experience- and magic-filled minds of adventurers are considered among the tastiest of all, they are few and far between. Harvesting such brains involves considerably more than an average level of danger. Wizards and paladins who come armed with potent spells and magical weapons put up a strong fight. The greatest drawback to this method is that intrusions occur too infrequently to be more than a happy surprise for mind flayers.

Brain Raids

The third—and only reliable—solution for illithids is to capture the brains they need through constant, aggressive raids.

Brain raids can be far-ranging, since illithids prefer not to depopulate their immediate vicinity. They prey on both the subterranean and sunlit worlds. Below ground, their favored targets are drow, kuo-toas, duergar, deep dwarves, deep halflings, and derro (chiefly because of their delusions of grandeur, which lend their brains a pleasing tanginess). Goblins, hobgoblins, and grimlocks are consumed when necessary, and sometimes become staple foods, but they are not highly rated due to their mundane intelligence and lack of imagination. Creatures such as umber hulks and xorns become illithid food from time to time, but more for their exotic nature than anything else. Illithids avoid eating troglodytes in all but life-or-death emergencies.

The surface, with its wealth of warm-blooded humanoid races, provides better hunting. Humans, halflings, elves, and dwarves are the most prized. Orcs, goblins, ogres, and hobgoblins that live on the surface are regarded more highly than their subterranean cousins. Sprites, nymphs, satyrs, and other faerie creatures are hard-to-catch delicacies.

Raids come in two varieties, distinguished by whether the goal is food or captives. Food raids are easy to organize and short in duration. A few mind flayers marshal their

psychoportive powers to teleport or travel astrally to a target location. Once there, they either set up an ambush or burst in upon their victims for maximum surprise. After feeding, they return home and the raid is over.

Such raids have wiped out entire villages over the course of months when several mind flayers decide to return repeatedly to the same location to feed. Ten mind flayers, each taking a victim a week, kill one hundred and thirty people in a single season. Because they almost always take the strongest first, a village's ability to resist (typically inadequate to begin with) can be wiped out before the inhabitants even understand what's attacking them. Once the leaders and strongest warriors are gone, those who don't flee to safer havens live only until a raiding illithid tracks them down.

Mind flayers are careful to cover their tracks. They don't leave bodies lying about with emptied skulls to testify to the identity of the attackers. A town under this kind of mind flayer attack simply experiences mysterious disappearances. Knowledgeable hunters of illithids can estimate the number of illithids involved by counting the disappearances in a week, assuming that all the missing are reported (which might not be the case in a city or large town).

From the raiders' perspective, raids for captives prove much more complex and require a great deal of logistical planning. The chief problems include the difficulty of transporting thralls to the site of the raid (since thralls are needed to round up and manage the captives), and the means of bringing the captives back to the mind flayers' home without suffering reprisal attacks.

These tasks are typically beyond the mind flayers' psychic capability. Too many people are involved. For a raid projected to capture one hundred able-bodied adults, mind flayers would want to bring along at least twenty thralls, and possibly as many as fifty if resistance is expected. For a raid targeted at a town 200 miles from the illithids' home base, a sizable caravan must travel undetected to the raid site and then home again with unwilling captives in tow. On the outward journey, the target could be reached in four days, but the return journey involves much greater danger. The captives are driven hard to cover 30 or 40 miles a day. To keep the caravan light, they are fed very little. Many die of exhaustion, exposure, or grief along the way. A hundred-captive caravan racing 200 miles to safety might expect to lose as many as half its captives by the time it reaches its destination.

Such an undertaking carried out on the surface and through inevitable cycles of day and night exposes mind flayers to much greater danger than they are willing to accept. To reduce the danger, they seldom travel with the captives. Herding is left in the hands of conditioned thralls. The illithids use psionic or magical means to travel instantly and safely. They might check on the caravan nightly, when they feel more secure on the surface. Otherwise, they are unlikely to be found in the company of a slave caravan.

To improve the odds of bringing in a large batch of slaves efficiently, raiders travel below ground as much as possible. Twisting caverns beneath the surface are more extensive than most surface dwellers realize. By planning their raids carefully and undertaking some judicious engineering, mind flayers can restrict the distance their raiders need to travel on the surface to a few miles. Emerging from natural or thrall-dug cave openings, the thrall warriors and their illithid overlords strike a village in the darkness, slaughter indiscriminately to spread terror and subdue the survivors, round up the best men and women, and, with a hard push, are back underground again before the sun comes up. To militias and feudal leaders unfamiliar with mind flayers and their tactics, such a raid appears as a terrifying and inexplicable incident.

By sticking to meandering, subterranean pathways, the raiders might lengthen their journey by a hundred miles or more. The added travel time is well worth it for the greater security and chance of success that it provides. If pursuers follow the captives into the underground, they must deal with mind flayers on the illithids' own terms—never an attractive proposition.

EXPANDING KNOWLEDGE

Mind flayers gather knowledge in four ways: They purchase it from traveling merchants, steal it directly from the minds of traveling merchants, absorb it from the brains of their victims, or read it from the minds of their captives. None of these methods are ever used in isolation. More than any other race, mind flayers are aware of the ways in which faulty perception and personal interpretation can distort facts. They always seek to verify important information with multiple sources.

Mind flayers are most interested in news about happenings on the surface of the world, what the drow are plotting, anything having to do with githyanki or githzerai, news involving their own activities, and important astrological or magical discoveries. They are interested in everything else, too, but these subjects command their attention.

INTERFERING IN POLITICS

Few surface dwellers understand how and why mind flayers involve themselves in the affairs of surface realms. Most would be even more surprised to learn that the illithid influence is not entirely negative. Mind flayers have been known to intervene to prop up failing governments or aid weaker societies against encroachment or invasion by someone stronger. Of course, it's impossible to aid one society in that way without acting at another society's expense, so "positive influence" depends on the point of view. If a society is plunged into anarchy and desolation to allow another to expand, the interference that brought about that change of fortune can hardly be considered positive.

Mind flayers find it surprisingly easy to influence surface politics, using their tremendous psionic ability to read and implant thoughts. Their machinations are always behind the

scenes. They alter the mind of a king or queen directly when that sovereign is strong, or they work through the minds of advisers and sages when a monarch is weak-willed. The reverse experiment is also a worthy exercise: influencing a strong-willed monarch through his councilors, and adding decisiveness and purpose to weak rulers.

The extent of this manipulation is impossible for surface dwellers to judge. Few ever become aware of it, and they are seldom in a position to do anything about it. In cases where a seemingly healthy monarch or noble abruptly begins acting in a way irreconcilable from his or her established beliefs, the possible cause might lie beyond senility, madness, or demonic possession. A wise court wizard would do well to guard his sovereign against mental manipulation.

Contrary to what some believe, illithid motivation for meddling in surface politics does not involve creating chaos or instability for its own sake; that is mainly a side benefit, from their perspective. In truth, the elder brains seek to understand the dynamics of the rise and fall of kingdoms, empires, and civilizations. The history of their own, original rise from obscurity to universal domination is lost to them—they don't know how they did it the first time. Now that they have been given a second opportunity, they intend to maximize their chances of doing it right and making it last forever. To that end, they want to explore every pitfall, every catastrophic decision, and every nuance of rule, warfare, diplomacy, and governance through surface proxies.

EXTINGUISHING THE SUN

The idea that the mind flayers are destined to one day rule the universe is alarming enough. Even more horrifying is the thought that they might first reshape the universe to make it more amenable to their purposes and to hasten their ascendance.

Their peers might consider them insane, but a few elder brains actively work toward the goal of putting out the sun. They draw their inspiration from the massive psychic detonation that hurled the remnants of their civilization backward through eons of time. If concentrated, focused psionics could accomplish that, they reason, why couldn't it accomplish something else just as cataclysmic?

Rational minds counter that while the jump back in time was necessary, it was also drastic beyond measure, could easily have failed with catastrophic results, and left such destruction in its wake that centuries would be needed before the surviving mind flayers were able to establish their dominance again. In other words, the risks outweigh the potential gain, since the sun and other stars will burn out on their own without aid from the mind flayers. All that's needed to bring about universal darkness is patience.

Because this plot finds little acceptance among the wider illithid community, elder brains that pursue it do so quietly. In some cases, they keep their agenda hidden even from the mind flayers that serve them. Only a few of the most fanatical societies work openly for this goal. Most mind flayers acknowledge that it would be a tremendous accomplishment, but they simply believe that it cannot be done.

As a counterpoint, some illithids believe it would be more realistic to find ways for their race to exist comfortably and function effectively in daylight. This type of practical thinking enjoys greater acceptance among mind flayers, even though most cannot imagine living in the light without protective gear. Being immersed in sunlight is nearly as horrifying to an illithid as is the thought of drowning in blood to a human.

LAGURNO, ILLITHID SEPT

Lagurno is a typical mind flayer community. The description below covers details of this specific sept (hidden city) as well as general characteristics of other illithid communities.

Lagurno consists of two distinct sections: Upper Lagurno, the duergar village that most visitors encounter first, and Hidden Lagurno, which lies almost 200 feet below, linked by spiraling secret ramps. The duergar village is home to the mind flayers' thralls. It also serves as a red herring to throw off anyone searching for evidence of the illithids' presence.

APPROACHING THE CITY

Mind flayer communities place a high premium on stout defenses. Illithids have few friends and many enemies who would go to great lengths to destroy a mind flayer town or kill an elder brain. Lagurno is no exception to this rule, and the illithids of the community vigilantly maintain their defenses against attack.

Thrall Patrols (EL 10)

Illithids regularly patrol the tunnels and passages leading to Lagurno. Mind flayers frequently lead these patrols, but if they determine that they need to conceal their presence for a time, they dispatch patrols consisting of nothing but dominated thralls, counting on the power of their mental abilities to hold the thralls to their exacting orders.

A typical patrol consists of the following creatures:

Mind Flayer: hp 44; *Monster Manual* page 186.

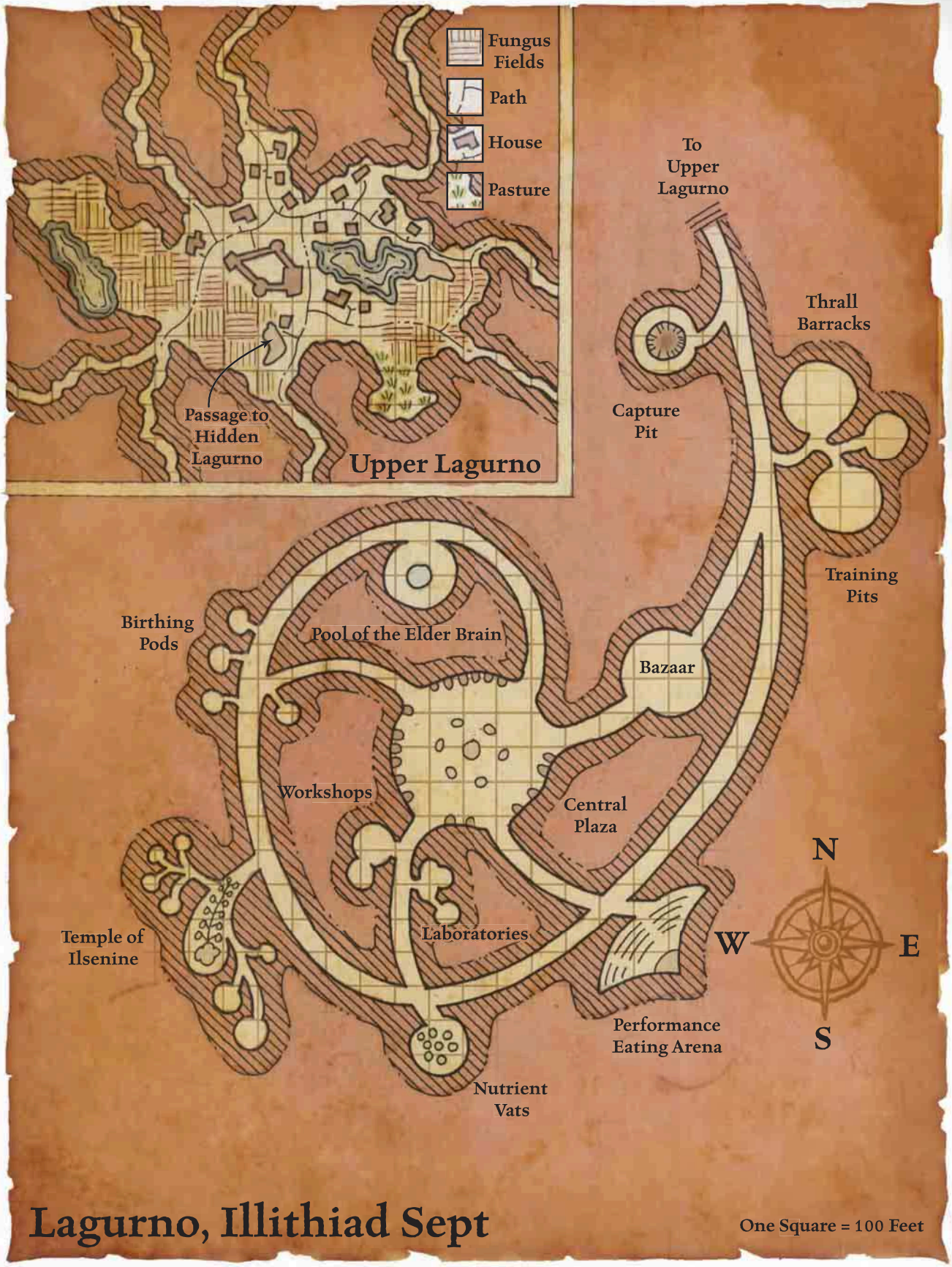
Minotaur: hp 39; *Monster Manual* page 188.

Duergar Sergeant (Fighter 4): hp 34; *Monster Manual* page 92.

Duergar Warrior (Warrior 1) (5): hp 9 each; *Monster Manual* page 92.

Urophions (EL 12 to 14)

The passages in the immediate vicinity of Lagurno are guarded by urophions, horrible illithid ropers. Urophions lay their ambushes in areas where passages become narrow, twisting, and rough, with mazelike side passages winding into darkness. The correct path might be easy enough to follow by the signs of passage on the stone floor, but the constricted tunnels heavily favor the urophions.



Lagurno, Illithiad Sept

One Square = 100 Feet

About half the time, a urophion operates in solitude. The rest of the time, two or more urophions work in concert. These groups are much more dangerous. They allow intruders to move past the first urophions; the last one springs the ambush, then the others seal off the route of escape.

Inquisitions (EL 14)

If the mind flayers of Lagurno become aware of an intrusion into their hidden city, as opposed to adventurers bumbling around in the passages around the thrall village, they quickly and efficiently organize inquisitions to hunt down and destroy the intruders.

A typical inquisition in Hidden Lagurno consists of the following creatures:

Mind Flayer (4): hp 44 each; *Monster Manual* page 186.

Troll Hunter: hp 130; *Monster Manual* page 247.

Troll (2): hp 63 each; *Monster Manual* page 247.

Duergar Warrior (Warrior 1) (8): hp 9 each; *Monster Manual* page 92.

The Final Defense

The last line of defense for the community is the elder brain itself. The elder brain constantly scans passages and tunnels in and surrounding the city with its divination magic, looking for any living, thinking creatures. If it finds sentient beings that it cannot recognize or identify, it mobilizes active defenses against the intruders.

As long as intruders remain outside the elder brain's zone of telepathic awareness (more than 350 feet from the brain, in other words), standard defenses against scrying magic should serve to conceal them from its searching mind. The elder brain is an exceptionally potent psion, and its divinations are powerful enough to shatter simple defenses such as *nondetection*.

Within the elder brain's zone of telepathic awareness, there are few ways to avoid being detected. Standard defenses against *clairvoyance* and *clairsentience* don't work because the elder brain doesn't search for visual or audio clues; it scans for thought. The only effective defense is one that shields a character's thoughts from any sort of detection, not just mind reading.

The following spells are useful or useless against an elder brain as noted.

Antimagic Field: This spell blocks an elder brain's detection entirely. Creatures protected by an *antimagic field* are completely hidden. The chief drawback of this defense is its high level and short duration.

Detect Scrying: This spell does not help against the elder brain's telepathic awareness, because the elder brain's ability is not a divination (scrying) effect.

False Vision: This spell offers no protection because the elder brain isn't "looking" into an area and can't be fooled by images. The spell doesn't mask the user's thoughts, so it has no effect in this case.

Globe of Invulnerability: This spell has no effect against an elder brain's detection because the elder brain's telepathic awareness is a supernatural ability.

Mind Blank: This spell is perfect for masking one creature against detection by an elder brain for 24 hours. It is the best defense available when facing mind flayers. Its biggest drawback is the need for a high-level spellcaster.

Nondetection: While this spell is potentially effective against the elder brain's telepathic awareness, a spellcaster must be very high in level to resist an elder brain's caster level check.

Psionic powers that might be tried in an attempt to block an elder brain's detection include the following:

Conceal Thoughts: Since the elder brain's telepathic awareness offers no saving throw, *conceal thoughts* does not help.

Detect Remote Viewing: Telepathic awareness is not a clairsentience power but a supernatural ability, so this power does not help.

Mind Blank, Personal or *Psionic:* The psionic power, like the spell of the same name, is the best protection possible against an elder brain or a mind flayer. Also as with the spell, its biggest drawback is its high level.

Null Psionics Field: This field blocks the elder brain's probing and has the capacity to shield multiple individuals.

Power Resistance: Telepathic awareness is not a power and therefore not subject to power resistance (or spell resistance, for that matter).

Remote View Trap: This power offers no protection against an elder brain's telepathic awareness, but if the brain attempts to use a scrying power to view the intruders, it becomes subject to the spell's effect.

Suspend Life: A character under the effect of this power is undetectable as anything but a corpse. A character could be suspended, and then smuggled into a mind flayer compound. This unorthodox approach could work.

UPPER LAGURNO

Upper Lagurno appears as a normal duergar village in most respects. Huts of stone with moss roofs crowd the center of town. On the lower side, a collecting pool stores water that drips from overhanging stalactites. Animals are penned or kept in sunken pits. Mushrooms grow abundantly in side caverns. In other words, nothing readily apparent about the village alerts anyone that it's more than meets the eye.

Almost every illithid community uses its thralls as a form of camouflage. Because the mind flayers rarely linger in the thrall village without good reason, travelers logically assume that the duergar (in this case) are the masters of the place.

The entrance to the illithids' deeper lair might be hidden inside a home, a temple, a well, a protected cave, or another secret location. It is designed to blend into the site and not stand out or attract attention as an unusual structure. It won't necessarily be the biggest, cleanest, strongest, or best-protected edifice in the village. The entry point to the mind flayer community proper is always guarded (from the inner side) by illithids that visually inspect and mentally scan everyone seeking entrance. Three illithids remain on hand to perform this vital service at the entry point to Hidden

Lagurno at all times. The job rotates among members of the community, and they consider it a high honor to perform the duty well.

All the duergar in the village of Lagurno are thralls. The population of the village is about 300, including 125 adult males, 105 adult females, and 70 juveniles.

HIDDEN LAGURNO

Below Upper Lagurno lies the mind flayer sept known as Hidden Lagurno. Few nonillithids who set foot in the spiraling tunnels descending to Hidden Lagurno leave it again—except as mind-dominated thralls.

Hidden Lagurno is virtually lightless. The mind flayers need no illumination, and they hate its presence. The only lighting is for the benefit of thralls, and it's very dim in areas frequented by mind flayers.

Those with the ability to see the mind flayers' architecture discern dripping walls carved in twisting, writhing patterns reminiscent of tentacles twining around themselves. Moisture glistens everywhere. Thralls shuffle listlessly here and there, apparently carrying out errands but with no sense of urgency. Silence reigns.

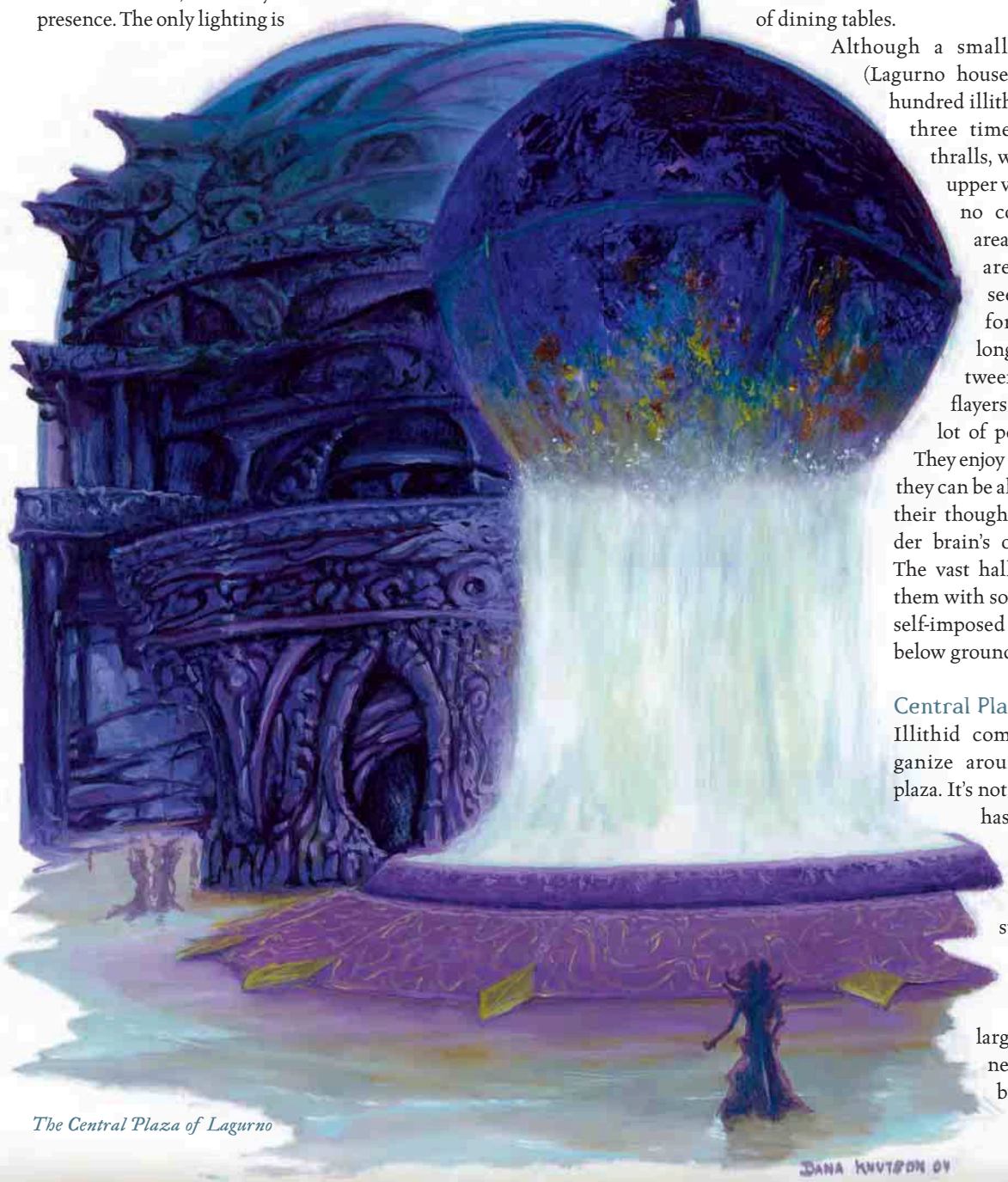
Upper levels of structures are accessible by ramps and stairs, even though not all illithids need them. Sprinkled about the area seemingly at random are stocks built to restrain a humanoid creature by clamping down on its neck and wrists. Observers might realize with some horror that these are the mind flayer equivalent of dining tables.

Although a small community (Lagurno houses only a few hundred illithids and about three times that many thralls, who live in the upper village), Lagurno covers a large area. Passageways are broad and seem to stretch for needlessly long distances between areas. Mind flayers like to have a lot of personal space. They enjoy solitude where they can be alone with only their thoughts and the elder brain's omnipresence. The vast hallways provide them with solitude in their self-imposed confinement below ground.

Central Plaza

Illithid communities organize around a central plaza. It's not known if this has always been so or if it's an outgrowth of their current subterranean existence.

The central plaza is large by subterranean standards, but despite the



The Central Plaza of Lagurno

Illus. by D. Knutson

opulence, an air of ancient decadence hangs over the scene, heightened by the forms of illithids moving silently or conversing wordlessly, their tentacles writhing in a sickening dance.

The main feature of the plaza is a great fountain surrounded by a pool. Smaller fountains and pools are arranged symmetrically around the primary fountain. Some of these serve as baths for illithids to keep themselves clean and their skin moist. Others, especially fountains with wide sprays, primarily function to keep humidity high in the cavern.

The walls and pillars of the chamber are carved so that they seem to undulate beneath their glistening layer of dampness. Ramps circle the walls, leading up to doorways and overhanging balconies.

The walls of this spacious chamber are honeycombed with the illithids' individual dwellings. Every illithid, even the very youngest, has its own living space. The size and location of each space varies according to status. Living spaces at ground level are reserved for the most esteemed: community leaders, favorites of the elder brain, the most powerful psions and wizards, great hunters, and even popular performance eaters. As the living spaces rise above the level of the plaza, they become smaller, less intricate, and less prestigious. Top-level spaces are small, roughly excavated, and meant for young illithids. Ironically, the highest spaces go to those least capable of reaching them, and the lowest to those that don't truly need their convenience. This is the elder brain's concept of motivation.

Balconies and walkways all around the walls of the plaza connect by spiraling ramps, but illithids with the power to levitate float majestically to the levels of their living spaces.

To an outside observer (assuming he could see anything in the gloom), an illithid plaza is unnerving not only because of its alien, organic-seeming architecture, but because of its unearthly silence. Mind flayers in flowing robes walk slowly along the ramps or float telekinetically from level to level while others drift languorously in dark, indifferent pools of steaming liquid, all in near-complete silence. Only the splashing of the fountains and the occasional grunt or scream of a thrall being punished—or devoured—breaks the hush.

At any given time, about twenty mind flayers mill about in this plaza, with thirty more in their living spaces. Approximately the same number of thralls attends them. While thralls are scarce in many parts of Hidden Lagurno, they outnumber illithids in the plaza because common thrall errands (carrying messages, stonework, menial labor, and meal service) bring them here.

Fresh Capture Pit

From time to time, large numbers of captives are brought en masse to an illithid stronghold. The spells and psionic abilities that transform a captive into a thrall include difficult, high-level powers. Enthralling fifty or more captives is a time-consuming process; it could take weeks before all are broken.

While their wills are still free, captives are confined in a pit about 20 feet deep and 100 feet wide with smooth, vertical sides slick from condensation. The only way in or out is to be raised or lowered telekinetically or, if a suitably powerful mind flayer is not available to perform the telekinesis, by a winch operated by thralls.

In Hidden Lagurno, the duergar, drow, and grimlocks confined to the pit live a truly wretched existence: filthy, half starved, and sometimes packed in so tightly that there is no room to lie down or even sit comfortably. They mill about weakly or lie in the filth covering the floor. They find release from the pit only if selected for enthrallment, experimentation, ceremorphosis, to become a meal, or for some other twisted illithid purpose. The greatest number remains in the pit until they are eventually eaten. Depending on the kind of creatures trapped, lethal battles and even cannibalism occur, especially when the supplied food and water are insufficient.

The pit in Hidden Lagurno can accommodate two hundred captives without being stacked to capacity, or three times that number if they are packed in tightly. On a day-to-day basis, the typical occupancy reaches one hundred to one hundred and fifty captives.

Thrall Barracks

Most of the duergar live in Upper Lagurno, serving as camouflage for the mind flayer settlement beneath. The mind flayers of Hidden Lagurno also retain a number of other useful thralls—large, powerful monsters such as ogres, trolls, minotaurs, or even giants that serve as the city's elite defenders. The sudden appearance of disparate groups of monsters cooperating together could be a clue to the presence of mind flayers in an area.

The thrall barracks are much cleaner and more comfortable than the capture pit. Thralls who have been broken to mind flayer rule are assets, and it's not efficient to treat them so badly that they can't work at full strength. Small, doorless sleeping-cells and silent dormitories comprise most of the thrall barracks, which remain quiet and orderly despite the number of potentially hostile creatures forced to live in such close quarters.

Hidden Lagurno's thrall barracks are home to about one hundred and fifty thralls of various races, including a hundred humanoids (mostly duergar, grimlocks, orcs, and a few luckless humans) and forty giants (mostly ogres, trolls, and a few ettins and hill giants). Minotaurs and rarer monsters make up the rest of the thralls here.

To be fully effective, new thralls need to adjust physically to their enslavement. Thralls might be assigned tasks by the mind flayers that they had no previous training for—as miners, valets, cooks, or warriors. Some are instructed in the fine points of acting as a mind flayer's personal servant. Others learn to handle a stone drill and mallet, practice fighting with dulled weapons, or are simply taught to receive punishment without crying out.

Illithids place very little value on the life of any individual thrall, but they abhor wastefulness. A thrall that kills itself and possibly others by causing a tunnel under construction to collapse has wasted not only its own life (a demonstrably useful commodity) but also the lives of other trained thralls and the time needed to redo the work. Consequently, the barracks include large classrooms and training pits, where new thralls train for the work they are destined to perform as slaves. In some cases, thralls are brought back for retraining if they prove unsuitable for their assigned work because of advancing age, physical infirmity, injury, or a rebellious temperament (though thralls in this last category more often than not end up on the menu). The mind flayers have developed a highly effective program of rewards and punishments to spur training. By the time a thrall completes its indoctrination, it is docile, ready to work, and eager to please. Older thralls carry out most of the instruction, under the supervision of five mind flayers.

Bazaar

When goods are brought in from outside, they are "sold" in the bazaar. Here mind flayers purchase fine cloth or tailored clothing, meat and other food besides brains, psionic or (rarely) magic items, books, furniture, and all the other necessities of daily life and study as a mind flayer.

This area is instantly recognizable as a market. Tables bearing goods of every variety line the chamber in orderly rows. Merchants with wares to sell haggle soundlessly with customers over goods and services. The "merchants" are duergar thralls who purchase goods from outside vendors in Upper Lagurno. Merchants of other races are not brought into Hidden Lagurno, except as thralls.

Despite their alien nature, mind flayers carry on the business of buying and selling in a familiar way. The chief difference is that mind flayer communities operate without money. Their economy is based on a complex system of barter for services, favors, or training. Cheating and fraud are impossible because the elder brain makes note of every transaction and enforces the system. It's not uncommon for a mind flayer to owe dozens of debts and be owed just as many in return, with no doubt that all will be paid.

Although they have no need for money, some illithids do accumulate gold, silver, and other forms of treasure for its beauty, for its usefulness in procuring objects from other races, or because of an innate desire to hoard. This acquisitive behavior is not considered aberrant unless it becomes obsessive.

Performance Eating Arena

This chamber forms a stadium. A stage occupies the lowest, central spot, with stone benches arranged in a semicircle above it. The stage features a wooden stock shaped like a small table with a hole in the center. The tabletop is hinged so that it can be opened like horizontal stocks and then clamped around a person's neck, with the trapped person facing the audience.

Illithids need one brain per month to meet their minimum physiological needs for survival. Many eat more than that, depending on their status within the community and their personal success at hunting. Even the most compulsive brain gourmand is restrained by the need to protect the community's whereabouts and by the elder brain's commanding presence.

The fact that mind flayers can exercise control in their appetites does not lessen their hunger for more brains. They have arrived at a peculiar solution to this problem: performance eating.

Illithid performance eaters train to extract every possible nuance from the eating experience. They give careful consideration to how the victim is fed and treated prior to the performance, how it is restrained during the performance, and the physical process of extracting and consuming the brain. This exquisite culinary event is shared with the audience through telepathic means, so that every illithid in attendance experiences the meal as if it were the one eating the brain.

Adventurers captured by illithids often suffer this fate. Their unusually active, exploit-filled minds are widely acknowledged as the most delightful to illithid senses. Further, free minds that have never been enthralled are considered superior to those of slaves. Through performance eating, every mind flayer in the community can experience the thrill of eating such a fine brain.

Much of the time, this auditorium is empty. Eating performances occur several times a week, but most are small events with only a dozen or so mind flayers in attendance. Large, multimeal special events that draw most of the community occur perhaps once every two weeks.

The hall also hosts other activities including lectures, demonstrations, debates, and even theatrical performances. Sometimes thralls are forced to perform classical plays.

Laboratories and Workshops

These rooms could be the well-stocked labs of any college of wizards or alchemists. They are filled with books and scrolls, bubbling beakers, complex mechanical apparatuses in varying stages of completion, and cadavers and body parts that appear to be the objects of study.

Mind flayers are curious; it is one of their few admirable qualities. When they turn their powerful intellects to a problem, they investigate all potential channels for solving it—psionic, magical, and scientific. Illithids can be found working on any number of devices in their labs, some of which would horrify any nonillithid investigator. On a typical day, ten illithids occupy the labs, along with fifteen thrall servants and another ten to twenty thralls being used as test subjects.

Nutrient Vats

Dozens of stone vats, each the size of a large laundry tub, dot the floor of this chamber. Occasionally, a bubble rises slowly to the surface of one of these steaming pots, struggling to

burst through the skin that forms atop the fluid and befoul the air. The floors and walls are streaked with dark stains. A dozen thralls wearing masks stir the fetid tanks or add matter to the stew.

Mind flayers derive vital psychic and physiological sustenance from consuming brains, but their bodies also need larger quantities of "normal" nutrition to survive. Some of this comes in the form of meat no different from what a human or dwarf would eat. Most of it is ingested in the form of a nutrient soup fermented in these vats. Proteins in many forms are added to the tanks, then siphoned off for consumption when "ripe." Mind flayers derive pleasure only from eating brains. All other consumption serves to keep the body functioning and healthy but it is not a source of enjoyment.

If a character dares to eat "illithid stew," he must make a DC 14 Fortitude save or be nauseated for 10 minutes.

Temple of Ilsensine

The far end of this long, gently curving hall features an idol of a massive, disembodied, floating brain trailing long ganglia. The stone tendrils twine across the floor in confused knots before separating at regular intervals into rising columns that seem to writhe toward the ceiling. Braziers of incense fill the air with a scent of spices so cloying it overwhelms the lungs and stings the eyes.

This carved image of Ilsensine is believed by mind flayers to be a very good likeness and approximately life-size. Since illithids don't truly worship the deity, they wander in only as the mood strikes them to make sacrifices or request boons.

Chambers attached to the central temple house the five clerics and seven acolytes that serve the god. These clerical mind flayers seldom leave the temple sector. On rare occasions, they conduct processions through the central plaza or to extract their pick of the thralls and captives from the pit for unknown purposes. Sometimes they move silently through the community on unknown errands. Their purposes and accomplishments are not well understood by other mind flayers, but the elder brain sanctions everything they do, so their activities are not questioned.

These servants of Ilsensine have no cleric levels at all. Two are sorcerers; the others are simply normal mind flayers trained in the lore of Ilsensine, choosing ranks in Knowledge (religion) in preference to other fields of learning.

Birthing Pods

Ceremorphosis is not an easy process. The body suffers fits of madness, delirium, terrible convulsions, and worse as the brain is slowly devoured. When a tadpole is implanted into a host body, it is brought to this moss-lined chamber to complete the week-long transformation. At least one mature illithid and one or two thralls watch over the twitching, convulsing body to prevent it from injuring itself and to occasionally wash the filth from its body when it momentarily stops thrashing.

Mind flayer "births" are rare, so most of the time, these chambers are empty. They could be used for more than one ceremorphosing tadpole at one time, but that seldom happens.

The Pool of the Elder Brain

The elder brain lives in a pool that dominates the center of the chamber. The pool is about 10 feet deep and 50 feet in diameter, surrounded by a wide lip intricately carved with images and Qualith inscriptions. The liquid in the pool is dark, swirling, and foul smelling. Countless small shapes (illithid tadpoles) swim to and fro in the murk. At the bottom of the pool, the formless mass of the elder brain stirs listlessly, seen more as a shadow than a discernible shape.

Mind flayers regard the protection of the elder brain against direct attack (mainly from githyanki and githzerai, their most implacable foes) as the most important duty of the sept. Unlike other chambers in Hidden Lagurno, the pool of the elder brain is protected by a large, sturdy door that is kept barred and psionically sealed from the inside. Anywhere from three to five mind flayers are constantly in attendance in this chamber, minding the pool and ready to respond to any request the elder brain might make. Normally, only mind flayers are permitted to enter, but on rare occasions, the elder brain indicates that particularly interesting captives should be brought before it for inspection and questioning.

The room is guarded by carefully renewed *dimensional lock* and *screen* spells, designed to prevent sudden teleportation assaults or spying on the chamber. The elder brain itself is far from defenseless, of course. Its terrible spells and psionic powers can quickly scour its chamber clean of life, if need be. But it is essentially immobile, unable to leave the confines of its pool, and its survival depends on the mind flayers that serve it.

THE LAIR OF SARKT

Sarkt is an illithid sorcerer. It was cast out of its community for its heretical studies (Sarkt was, in fact, lucky to escape alive). It didn't take the cunning creature long to pick up a few thralls and find a new place to live, safe from the murderous intentions of its comrades.

Sarkt dwells in the subterranean ruins of an ancient, abandoned shrine to Blibdoolpoolp, the crustacean-headed deity of the kuo-toas. This shrine lies on the fringe of a region controlled by the kuo-toas, but since Sarkt's arrival, the fishmen avoid the area. A few unfortunate kuo-toas now serve Sarkt as thralls and maintain the illusion that the shrine still serves Blibdoolpoolp.

1. TUNNELS

Three major passages converge here. A broad but short avenue off the intersection leads to the tumbled-down edifice of a once-

impressive shrine, while narrow side passages stretch off into the unknown darkness.

The shrine lies near the intersection of three significant passages and several smaller ones. Such intersections have great importance underground, since travel is limited to passages—cutting "cross country" is not possible. Kuo-toa hunters, grimlock raiders, duergar, and surface traders use these passages. Many of them have no inkling that a mind flayer refugee lives in the old shrine.

2. FAÇADE (EL 4)

At one time, this façade would have been imposing. It combines classical architectural elements, such as columns and arches, with flutings and curves suggestive of monstrous oysters or other shellfish. Much of this beautiful stonework is now tumbled down. Cut stones as tall as a man lie scattered across the broken flagstones of the former plaza, where pools of dripwater stagnate. A flight of broad, moss-covered stone steps leads up to the entrance, a set of bronze doors green with age.

Two green-silver humanoids with slick, scaly hides, webbed hands and feet, and big, goggling eyes are trapping small creatures in the moss and pools here.

The shrine itself is part natural cavern, part excavation. The doors open easily enough, despite their size and age. Their locks and bars have long since decayed into uselessness, but they can be partially held shut by a large stone dragged into place behind them (DC 18 Strength check to force open). Currently, the doors are not blocked.

The kuo-toa thralls catch lizards or collect moss here. They attempt to avoid strangers, especially strangers carrying bright lights, by withdrawing into the temple, closing the door, and dragging the stone into place.

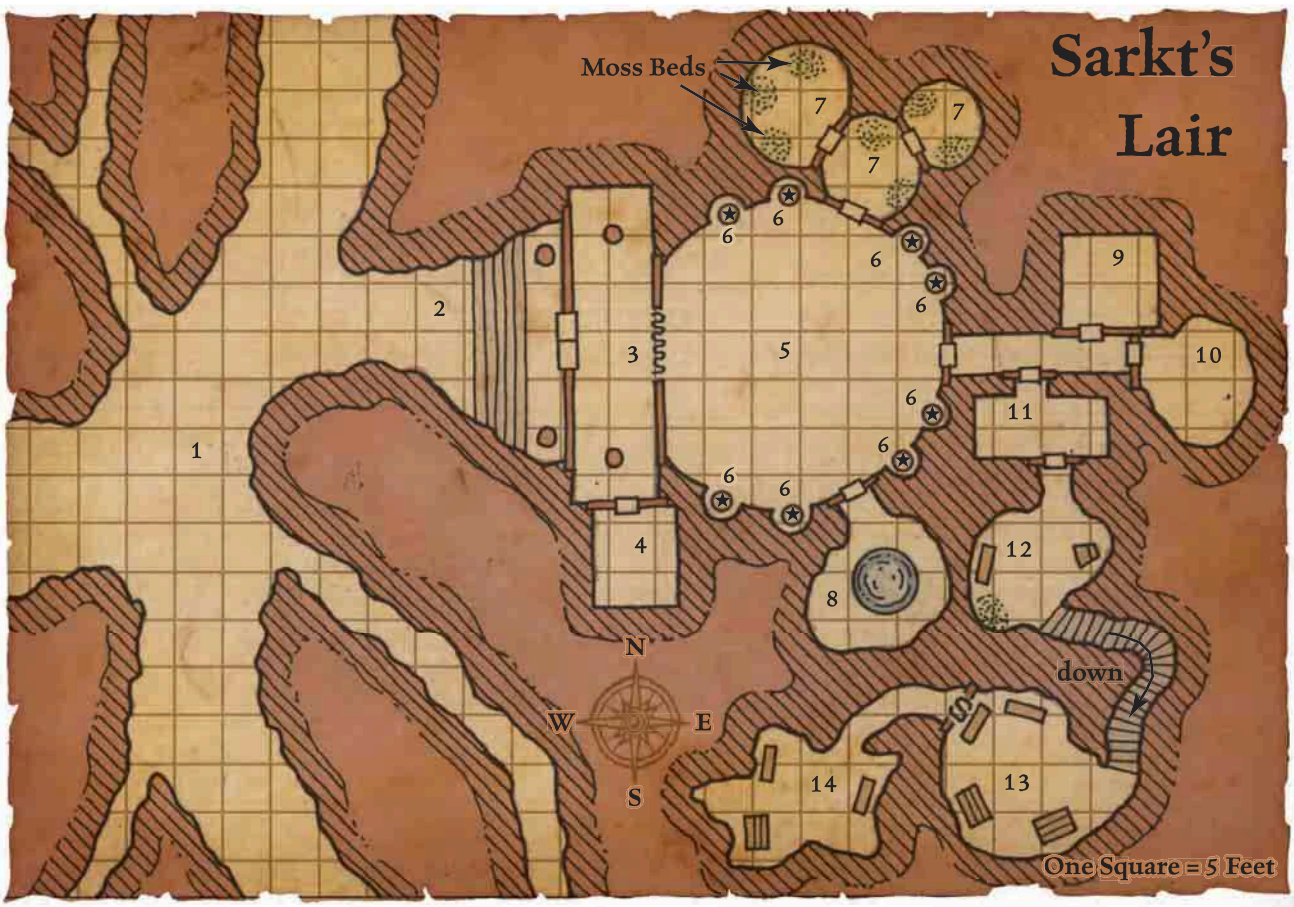
Kuo-toa (2): hp 11 each; *Monster Manual* page 163.

The kuo-toas fight with shortspears and adhesive shields if attacked, seeking to withdraw into the temple at the first opportunity. If escape is blocked, they fight to the death.

3. MAIN VESTIBULE (EL 3 TO 9)

The first room inside the shrine is a large, dilapidated vestibule. Its walls are covered with chipped, stained friezes portraying significant events in the mythology of Blibdoolpoolp. A heavy curtain hangs across a doorway in the eastern wall, and a door cracked open a foot or so leads to the south.

Without a working knowledge of Blibdoolpoolp's theology, the meaning behind the carvings is hard to discern. Looking at them intently for more than a few minutes is unsettling to sane characters; despite their poor condition, the carvings portray Blibdoolpoolp's insanity forcefully.



The kuo-toa clerics that formerly maintained this shrine concealed a *glyph of warding* in the carvings. Anyone who actually studies them (makes a Decipher Script, Knowledge, or Search check, or spends 1 minute or more in close scrutiny) triggers the *glyph*. The *glyph* (DC 28 Search check to find, DC 28 Disable Device check to disable) is a spell glyph, which casts *bestow curse* (DC 14 Will save) on the reader. The curse imposes a horrible sense of dislocation and alienation, resulting in a –4 penalty on attack rolls, saves, ability checks, and skill checks.

If any fighting or loud noise (such as the door from area 2 being forced open with a Strength check) takes place in this room, Sarkt's prized pets—a pair of intellect devourers—emerge from area 4 to investigate. (If you do not use psionic monsters in your campaign, substitute a single spirit naga for the two intellect devourers.)

Intellect Devourer (2): CR 7; Small aberration (evil); HD 6d8+15; hp 41, 37; Init +5; Spd 40 ft.; AC 21, touch 16, flat-footed 16; Base Atk +4; Grp +1; Atk +10 melee (1d3+1, claw); Full Atk +10 melee (1d3+1, 4 claws); SA body thief, psi-like abilities; SQ blindsight 60 ft., damage reduction 10/adamantine, immunity to fire, power resistance 23, resistance to electricity 15, vulnerability to *protection from evil*; AL CE; SV Fort +4, Ref +7, Will +6; Str 13, Dex 21, Con 15, Int 12, Wis 12, Cha 14.

Skills and Feats: Bluff +15, Concentration +11 (+15 when manifesting defensively), Hide +14, Listen +14, Move Silently +16; Combat Manifestation, Up the Walls, Weapon Finesse, Wild Talent.

Language: Common.

Body Thief (Su): As a full-round action, an intellect devourer can merge its form with a dead or helpless creature, psionically consuming the brain and reanimating the body. This resembles a *polymorph* spell used to assume the victim's form.

Psi-Like Abilities: At will—*cloud mind, compression, detect psionics, ego whip* (2d4 Cha, DC 16), *empty mind* (+5 on Will saves), *id insinuation* (three targets, DC 16); 3/day—*body adjustment* (2d12 hp), *intellect fortress, painful strike*. Manifester level 7th.

Vulnerability to Protection from Evil (Ex): An intellect devourer is treated as a summoned creature when affected by *protection from evil*.

Sarkt has trained these intellect devourers for physical and psychic combat since they were quite young, and they have the Weapon Finesse feat instead of the Toughness feat.

The intellect devourers coordinate their attacks, attempting to confuse as many foes as possible with a pair of *id insinuation* attacks. Whichever devourer makes a more effective opening attack continues to concentrate, keeping its victims confused, while the other devourer leaps into melee and tears apart any victims who are not confused.

Despite the fact that the kuo-toas in area 5 can easily hear any fight in here, they do not investigate. Sarkt gave them orders to guard the rotunda, and thralls show little initiative in interpreting their commands.

4. CLOAKROOM (EL 0 OR 9)

This small room once served as a cloakroom for the temple; bronze hooks still hang on the walls, and low stone benches ring the chamber. Small heaps of rubbish, nestlike mounds of moss and debris, and the strong smell of rotting meat fill the room now.

This room adjoining the vestibule was originally used by the clerics of Blibdoolpoolp as a place to discuss matters of business to the shrine. The two intellect devourers now make their lair in this room. The kuo-toa thralls bring them food regularly, so the creatures always keep aware of any comings and goings through the temple in case there's food involved. They have become accustomed to the thralls and don't bother them. They attack any other creatures entering the shrine.

If the PCs did not encounter the intellect devourers in area 3, they meet the creatures here.

Sarkt allows the devourers to keep some of the baubles from their victims. This amounts to 180 cp, 540 sp, 230 gp, a blue quartz (10 gp), a moonstone (50 gp), and a rotted fur mantle with a black pearl sewn into a concealed pocket (500 gp).

5. ROTUNDA (EL 7 TO 8)

This domed chamber seems to have been a shrine to Blibdoolpoolp. Its multicolored mosaic floor is chipped, stained, and blanketed by moss and slime in many places. The lurid painting that decorated the ceiling is in even worse shape. It's impossible to discern what it once portrayed through the cracks, moisture stains, and dripping water. Eight alcoves in the walls each hold odd-looking statues of green stone in various poses. All seem to be human nudes, but the arms and heads have been broken off, and dark round objects set in the place where the heads used to be. Three old bronze doors lead from this chamber, spaced equally along the curving wall.

Several kuo-toa warriors wait here, armed with spears and shields.

This room was formerly a shrine to the kuo-toa deity Blibdoolpoolp, the heart of the temple complex. The doors appear heavy and corroded, but they open easily enough; Sarkt has had its thralls repair them.

A kuo-toa cleric and two average kuo-toas stand guard here. If the PCs allowed the kuo-toas from area 2 to escape, they are here as well.

The cleric hangs back for 2 rounds and casts a spell to ready itself for combat (*divine favor* or *shield of faith*) and an attack spell against an intruder. Then it joins the melee, hoping to catch a spellcaster in its *pincer staff*.

Three rounds after a fight begins, the kuo-toas receive reinforcements from area 7: another kuo-toa and a troll.

Kuo-toa (2 to 4): hp 11 each; *Monster Manual* page 163.

Illus. by D. Scott

Jozan encounters Sarkt's intellect devourer pets

Kuo-toa Cleric 5 of Blibdoolpoolp: CR 7; Medium monstrous humanoid (aquatic); HD 7d8+21; hp 52; Init +1; Spd 20 ft., swim 50 ft.; AC 21, touch 11, flat-footed 20; Base Atk +5; Grp +8; Atk +9 melee (1d10+5, *+1 pincer staff*); Full Atk +9 melee (1d10+5, *+1 pincer staff*) and +4 melee (1d4, bite); SA pincer staff, rebuke undead 2/day (–1, 2d6+4, 5th); SQ amphibious, immunity to poison and paralysis, keen sight, light blindness, resistance to electricity 10, slippery; AL NE; SV Fort +9, Ref +5, Will +11; Str 16, Dex 12, Con 16, Int 10, Wis 19, Cha 8.

Skills and Feats: Concentration +8 (+12 casting defensively), Escape Artist +9, Hide +2, Knowledge (religion) +3, Listen +10, Move Silently +2, Search +4, Spellcraft, Spot +14, Swim +11; Alertness[B], Combat Casting, Exotic Weapon Proficiency (pincer staff), Great Fortitude.

Languages: Kuo-Toan, Undercommon, Aquan.

Amphibious (Ex): Although kuo-toas breathe by means of gills, they can survive indefinitely on land.

Keen Sight (Ex): Kuo-toas can spot moving creatures even if they are invisible or ethereal.

Light Blindness (Ex): Abrupt exposure to bright light (sunlight or a *daylight* spell) blinds kuo-toas for 1 round. On subsequent rounds, they are dazzled while operating in bright light.

Pincer Staff: See the kuo-toa description, page 164 of the *Monster Manual.*

Slippery (Ex): All kuo-toas secrete an oily film that makes them difficult to grapple or snare. Webs, magical or otherwise, don't affect kuo-toas, and they can wriggle free from most other forms of confinement.

Cleric Spells Prepared (caster level 5th): 0—*create water, cure minor wounds, detect magic, guidance, resistance;* 1st—*cure light wounds, divine favor, doom* (DC 15), *protection from good*[DE], *shield of faith;* 2nd—*cure moderate wounds, hold person* (DC 16), *lesser restoration, shatter*[D] (DC 16); 3rd—*blindness/deafness* (DC 17), *contagion*[DE] (DC 17), *cure serious wounds.*

D: Domain spell. *Domains:* Destruction (smite 1/day, +4 on attack, +5 on damage) and Evil (cast evil spells [E] at +1 caster level).

Possessions: +1 studded leather armor, +1 pincer staff.

6. STATUARY

Eight niches in the walls around the rotunda contain statues. All are of human females, but their hands and heads are broken off and lie smashed on the floor. Seven of the statues' stone heads have been replaced with the severed heads of various humanoids—several humans, a drow, a duergar, an elf, and a githyanki.

Originally these statues represented the lobster-headed form of the kuo-toa deity. In every case, the original carving was

broken off, leaving only an uneven neck stump. A cursory examination of the broken statuary on the floor reveals that the missing heads and hands were not remotely humanoid in form—instead the statues featured lobsterlike claws, feelers, and mandibles.

As soon as someone views the statues closely (within 10 feet), they notice that the back of each humanoid head has a gaping hole.

These seven heads are from seven victims whose brains were especially pleasing when Sarkt devoured them. One place of honor remains unfilled. If Sarkt encounters multiple brains that outshine those already enshrined, it simply replaces one of the former trophies. If any characters were slain by Sarkt in an earlier encounter, the PCs find their comrades' heads here.

7. THRALLS' QUARTERS (EL 6 OR 0)

These squalid rooms appear to be living quarters, but they contain little in the way of creature comforts and no personal possessions at all.

Sarkt has seven thralls: five kuo-toas, a kuo-toa cleric, a troll, and the elf Oristel. The kuo-toas do most of the menial work and keep up appearances (such as they are) around the lair, in an effort to maintain the illusion that this is nothing more than a dilapidated shrine to Blibdoolpoolp. Oristel the elf is Sarkt's personal servant, accompanying the master wherever it goes—except into Sarkt's true sanctum—unless ordered to wait elsewhere.

At the moment, the kuo-toa cleric and four of the kuo-toas are engaged in guarding or foraging in areas 2 or 5. One kuo-toa and the troll remain in these quarters, awaiting orders. If they hear fighting in area 5, they go to join the fight there. Otherwise they attack any intruders who enter this room.

Any PCs captured by the mind flayer's domination power are assigned a pallet in these rooms (presuming they're not eaten right away).

Kuo-toa: hp 11; *Monster Manual* page 163.

Troll: hp 63; *Monster Manual* page 247.

8. THE POOL

The walls of this chamber are natural stone with no paint or plaster. They have been scored everywhere with grooves about the size of finger marks. The floor slopes downward very gently toward the center, where it drops into a circular, bowl-shaped, stone-lined depression 15 feet in diameter and 5 feet deep at its center. Moisture condenses onto the cool walls of the chamber, trickles to the floor, and collects in the pool.

Every kuo-toan shrine or temple includes a pool of water that serves both ceremonial and practical purposes. Because illithids need to keep their skin moist, they bathe regularly. Keeping the pool clean for Sarkt's daily visits is one of the thralls' chief duties.

9. UNUSED STOREROOM

Piles of sodden and broken junk are jumbled throughout the room.

This room might have served an important function under the kuo-toa priests. It is now clogged with jumbled paraphernalia, much of it taken from slain adventurers, drow, duergar, and kuo-toas. None of it was particularly valuable to begin with. Years of exposure to moisture and mildew have ruined most of it. With a few minutes of poking through the junk and a DC 15 Search check, determined salvagers can turn up masterwork scale mail, a masterwork dagger, and a pouch containing 44 sp and 18 gp.

10. CHOIR

This chamber is irregularly shaped but seems to have been carved that way purposefully. It is clean and dry, unlike the rest of the shrine. Randomly spaced around the walls are several holes that are big enough for a strong man to insert his arm up to the shoulder. These tubes extend to an unknown distance.

When this structure was a shrine, this chamber served a vital purpose. It was shaped to be an acoustic resonator. Sounds in this room are amplified and channeled through much smaller, harmonic tubes cut through the stone and leading back to the rotunda. These tubes extend to an unknown distance. Those sounds boom into the rotunda, seeming to come from the surrounding rock itself. The intent was not to trick worshipers into thinking they were hearing the voices of deities but to make the priests' sermons more impressive.

Sarkt maintains the chamber in working order because its function amuses the mind flayer. It sometimes addresses its thralls through this system, haranguing them for hours on the superiority of the illithid race and their good fortune to have become thralls.

11. SARKT'S TROPHY ROOM

Chests and urns are arranged in clear order around the walls of this chamber. Several more stand in the middle of the floor.

This room contains items that Sarkt finds interesting, attractive, or potentially useful, but that do not have immediate use or require immediate analysis. The chamber is kept reasonably well ordered, unlike area 9.

A jeweled velvet mask worth 340 gp hangs on one wall, and a masterwork trident hangs on the opposite wall. A silver plate worth 400 gp is displayed nearby. The most interesting and valuable piece (assuming one could find a buyer for it) is a small golden idol of Blibdoolpoolp with aquamarine eyes and platinum pincers, worth 1,700 gp.

The door connecting this chamber to room 12 is locked with two locks (DC 25 and 35 Open Lock checks to open). Sarkt carries the only keys.

12. SARKT'S LIVING CHAMBER (EL 7)

This dimly lit chamber contains a bed of soft moss, a variety of attractive artwork, a chair, a desk covered with writing material, several objects made of bone and skin best left unidentified, chests of clothing, and all the other trappings of an owner who appreciates creature comforts. A male elf is listlessly tidying up.

Anyone setting foot in the room is subject to the effect of a *resonance stone* (see below). The elf, Oristel, has succeeded on his save against the stone, and is not affected by it.

Oristel is Sarkt's personal thrall. As soon as he notices anyone enter the room, he shrieks a warning and attacks. If Sarkt wasn't alerted to the intruders before, it will be when the elf screams. (Sarkt won't come to Oristel's assistance, but it certainly begins preparing for an attack in its hidden sanctum.)

Suspended from the ceiling at the center of the room is a human skull with what looks like a lump of amber in its jaws. The lump of amber is a *resonance stone of despair* (see Resonance Stone, above). Anyone approaching within 30 feet of the stone must make a DC 16 Will save or be affected. Sarkt is virtually immune to the stone's effect due to his spell resistance and high Will save, but the illithid finds it very useful when dealing with kuo-toa thralls.

A water-filled chest holds Sarkt's dampsuit, a specially constructed, slick leather bodysuit that keeps the mind flayer's skin moist and mucous layer intact when it ventures away from its sanctuary for extended periods. In the same chest is a pair of dark goggles Sarkt uses to protect its eyes from the glare of light.

Cubbyholes above the desk contain several scrolls: *arcane eye*, *charm person*, *major image*, *nondetection*, *reduce person*, *summon swarm*, and *transmute rock to mud*.

Sarkt the illithid sorcerer

Oristel: Male elf rogue 6; CR 6; Medium humanoid; HD 6d6+6; hp 30; Init +8; Spd 30 ft.; AC 18, touch 14, flat-footed 14; Base Atk +4; Grp +5; Atk +9 melee (1d6+1/18–20, masterwork rapier); Full Atk +7 melee (1d6+1/18–20, masterwork rapier) and +7 melee (1d4/19–20, masterwork dagger); SA sneak attack +3d6; SQ elf traits, evasion, low-light vision, trapfinding, trap sense +2, uncanny dodge; AL CG; SV Fort +3, Ref +9, Will +1 (+3 against enchantments); Str 13, Dex 18, Con 12, Int 12, Wis 8, Cha 10.

Skills and Feats: Balance +6, Bluff +9, Diplomacy +2, Disable Device +10, Disguise +0 (+2 acting), Hide +13, Intimidate +2, Jump +3, Listen +1, Move Silently +13, Open Lock +13, Search +12, Spot +10, Tumble +13, Use Magic Device +9; Improved Initiative, Two-Weapon Fighting, Weapon Finesse.

Languages: Elven, Common, Undercommon.

Sneak Attack (Ex): Oristel deals an extra 3d6 points of damage on any successful attack against flat-footed or flanked targets, or against a target that has been denied its Dexterity bonus for any reason. This damage also applies to ranged attacks against targets up to 30 feet away. Creatures with concealment, creatures without discernible anatomies, and creatures immune to extra damage from critical hits are all immune to sneak attacks. Oristel can choose to deliver nonlethal damage with his sneak attack, but only when using a weapon designed for that purpose, such as a sap (blackjack).

Elf Traits: Elves have immunity to magic sleep effects. An elf who merely passes within 5 feet of a secret or concealed door is entitled to a Search check as if he were actively looking for it.

Evasion (Ex): If Oristel is exposed to any effect that normally allows him to attempt a Reflex save for half damage, he takes no damage with a successful saving throw.

Trapfinding (Ex): Oristel can find, disarm, or bypass traps with a DC of 20 or higher. He can use the Search skill to find, and the Disable Device skill to disarm, magic traps (DC 25 + the level of the spell used to create it). If his Disable Device result exceeds the trap's DC by 10 or more, he discovers how to bypass the trap without triggering or disarming it.

Uncanny Dodge (Ex): Oristel retains his Dexterity bonus to Armor Class even when flat-footed or targeted by an unseen foe (he still loses his Dexterity bonus if paralyzed or otherwise immobile).

Possessions: +2 leather armor, masterwork rapier, masterwork dagger.

Illus. by J. Nelson

13. FALSE SANCTUM

This chamber is lined with shelves and tables. All are loaded with books, papers, beakers, skulls, and countless containers of unidentifiable exotica, including herbs, animal parts, stones of odd shapes and colors, broken glass, powders, ointments, and foul-smelling liquids.

The room presents the perfect image of what most people expect a wizard's or sorcerer's study to look like.

A DC 15 Knowledge (arcana) check reveals that the "material components" are stale, spoiled, have no magical properties, or are simply not what the labels claim them to be. Most of the books and scrolls are of little value to a spellcaster, being tracts on philosophy, history, or magical theory. The few that do contain practical knowledge are worm-eaten or mildewed to the point of illegibility.

Sarkt constructed this room to look like its study, in case the kuo-toas it preys on or the illithids that drove it from its home ever tracked the fugitive here. It hopes that creatures unsophisticated in the ways of magic will be fooled into thinking that they have found Sarkt's sanctum and be satisfied by destroying it.

Behind a bookcase is a secret door in a section of wall that has been patched to match the natural stone that lines the rest of the chamber (DC 25 Search check to find). The bookcase is mounted on hidden casters that allow it to be rolled aside easily, allowing access to the secret door.

14. SARKT'S SANCTUM (EL 10)

This roughly star-shaped chamber contains a table, a stool, odd writing implements such as four-tipped styluses and sheets of parchment, and many books and scrolls.

This is Sarkt's true sanctum, where the mind flayer stores its most precious magical tomes, treasures, and devices. Upon first exploring the shrine, Sarkt discovered this chamber and was intrigued by the odd shape. Sarkt does not know why the kuo-toas excavated this room in the shape of a star, and neither did any of the kuo-toa clerics it enslaved. The room's original purpose is lost to everyone. After moving in, Sarkt devised the secret door and the false sanctum to divert any potential attackers.

Sarkt spends most of its time here. Naturally, it seeks to immediately slay any uninvited strangers who suddenly drop in. If warned by any outcry from Oristel in the room above, Sarkt casts *mage armor* and *invisibility* and awaits the intruders.

Sarkt is even less inclined toward melee combat than the average mind flayer. If it begins the encounter invisible, it maneuvers into a place from which it can stun as many creatures as possible before unleashing its mind blast. It saves its last *invisibility* spell for escape in case the fight goes badly.

Various coffers and urns in this room contain 2,200 sp, 1,100 gp, and 45 pp; a gold-inlaid drow skull worth 2,000 gp; and an ivory and silver snuff box (200 gp) containing *dust of disappearance*.

Sarkt: Mind flayer sorcerer 4; CR 10; Medium aberration; HD 8d8+24 plus 4d4+12; hp 80; Init +8; Spd 30 ft.; AC 23, touch 16, flat-footed 19; Base Atk +8; Grp +8; Atk +12 melee (1d4, tentacle); Full Atk +10 melee (1d4, 4 tentacles); SA extract, improved grab, *mind blast*, psionics; SQ darkvision 60 ft., spell resistance 25, telepathy 100 ft; AL LE; SV Fort +6, Ref +7, Will +13; Str 10, Dex 18, Con 16, Int 18, Wis 16, Cha 21.

Skills and Feats: Bluff +11, Concentration +18 (+22 casting defensively), Craft (alchemy) +8, Diplomacy +14, Disguise +5 (+7 acting in character), Hide +10, Intimidate +12, Knowledge (arcana) +13, Knowledge (dungeoneering) +8, Knowledge (the planes) +10, Listen +8, Move Silently +10, Sense Motive +8, Spellcraft +10, Spot +11, Survival +3 (+5 other planes); Craft Wondrous Item, Combat Casting, Improved Initiative, Spell Penetration, Weapon Finesse.

Languages: Undercommon, Qualith, Abyssal, Aquan, Common, Draconic.

Extract (Ex): A mind flayer that begins its turn with all four tentacles attached and that makes a successful grapple check automatically extracts the opponent's brain, instantly killing that creature. This power is useless against constructs, elementals, oozes, plants, and undead. It is not instantly fatal to foes with multiple heads.

Improved Grab (Ex): To use this ability, a mind flayer must hit a Small, Medium, or Large creature with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and attaches the tentacle to the opponent's head. If a mind flayer begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or an Escape Artist check, but the mind flayer gets a +2 circumstance bonus for every tentacle that was attached at the beginning of the opponent's turn.

Mind Blast (Sp): This psionic attack is a cone 60 feet long. Those caught in the cone must succeed on a DC 19 Will save or be stunned for 3d4 rounds. This ability is the equivalent of a 4th-level spell.

Psionics (Sp): At will—*charm monster* (DC 19), *detect thoughts* (DC 17), *levitate, plane shift, suggestion* (DC 18). Caster level 8th.

Sorcerer Spells Known (6/8/4 per day; caster level 4th): 0—*acid splash* (+12 ranged touch), *daze* (DC 15), *detect magic, disrupt undead* (+12 ranged touch), *ghost sound* (DC 15, if interacted with), *read magic*; 1st—*mage armor, magic missile, silent image* (DC 16, if interacted with); 2nd—*invisibility*.

Possessions: ring of protection +2, potion of cure moderate wounds, scroll of *web, wand of darkness* (12 charges).

Illus. by D. Kovacs

The sly, spiderlike neogi are strangers wherever they go. They travel far and wide in shallow-draft ships that are equally at home on rivers or oceans. Their caravans cross deserts and mountains and traverse the dark labyrinth of the underworld. In their graceful but terrifying ships, they even ply the skies and venture beyond to visit unimaginably distant worlds.

The appearance of neogi vessels or caravans in a land is seldom taken as a good event. Neogi are great traders and merchants, but they are even greater raiders and despoilers. They trade if they must, but they prefer to fill their holds with treasure and slaves by simply taking what they want and leaving ruin in their wake. With small armies of umber hulks and mentally enslaved minions, their far-ranging raids have made neogi the scourge of many worlds and planes.

The neogi are a great mystery to humans and their kind. No one knows where they come from; their origins lie in the Material Plane, but on an unknown world. Some sages speculate that the neogi world doesn't exist anymore, and that the spiderlike creatures no longer have a true home. That might account for their endless wandering.

On other levels, the neogi are perfectly easy to understand. They are rapacious plunderers, greedy merchants, gleeful murderers, and slave hunters of the worst kind. They view everything, including their own lives, as something to be owned, and anything that can be owned is worth taking by any means.

NEOGI

Neogi are vicious, spiderlike scavengers, raiders, and slavers that sometimes disguise their predatory practices beneath a guise of mercantile dealings. No commodity or business is too sordid for the neogi, and any creatures dealing with the monsters would be wise to take steps to make sure they were not cheated—or simply decide that murder and robbery are better business.

Neogi undergo three distinct stages in their lives: spawn, adult, and great old master. Spawn are small, hungry hunters, barely sentient. Adults are the most commonly encountered neogi—voracious, cruel, and brilliant monsters consumed with lust for gold and power. Great old masters are huge, bloated neogi approaching the end of their life spans, serving as living incubators for the next generation of neogi spawn.

Neogi lairs are laced with pits, chasms, narrow bridges, and precarious ledges. With their excellent balance and jumping skills, and their ability to dash around enemies, neogi can move through these

hazardous areas more quickly and safely than most attackers can.

All neogi speak Common and Undercommon, and a large number of them also speak Terran.

Neogi Traits: The tactics of these monsters vary according to the kind of neogi involved. No neogi is particularly brave, but all of them are ruthless. They all share the following abilities.

Poison (Ex): Neogi poison is exceptionally virulent, considering that the creature itself is so frail. A neogi delivers its poison with each successful bite attack. The initial damage is 1d4 points of Dexterity damage, and the secondary damage is 1d4 points of Wisdom damage. The save DC is Constitution-based and includes a +3 racial bonus.

Immunity to Mind-Affecting Spells and Abilities (Ex): Neogi are immune to all mind-affecting spells and abilities.

Skills: Adult and spawn neogi use their Dexterity score instead of their Strength score for Climb and Jump checks. Neogi have a +8 bonus on Climb checks and can always choose to take 10 on Climb checks even if rushed or threatened.

ADULT NEOGI

Small Aberration
Hit Dice: 5d8–5 (18 hp)
Initiative: +3
Speed: 30 ft. (6 squares), climb 20 ft.
Armor Class: 17 (+1 size, +3 Dex, +3 natural), touch 14, flat-footed 14
Base Attack/Grapple: +3/–3
Attack: Bite +7 melee (1d4–2 plus poison) or light crossbow +7 ranged (1d6/19–20)
Full Attack: Bite +7 melee (1d4–2 plus poison) and 2 claws +2 melee (1d3–2), or light crossbow +7 ranged (1d6/19–20)
Space/Reach: 5 ft./5 ft.
Special Attacks: Enslave, poison
Special Qualities: Darkvision 60 ft., neogi traits
Saves: Fort +0, Ref +4, Will +6
Abilities: Str 6, Dex 17, Con 9, Int 15, Wis 14, Cha 16
Skills: Appraise +6, Balance +7, Climb +11, Disable Device +7, Intimidate +7, Jump +7, Move Silently +7, Search +6, Spot +6
Feats: Dodge, Mobility, Weapon Finesse[B]
Environment: Warm marshes
Organization: Solitary (1–2 plus 0–3 umber hulk slaves), nest (3–8 plus 3–8 umber hulk slaves), or blight (10–20 plus 10–20 umber hulk slaves plus 10–60 spawn and 1–2 great old masters)
Challenge Rating: 3
Treasure: Double standard
Alignment: Usually lawful evil
Advancement: By character class
Level Adjustment: +3

This spiderlike monster has a long, flexible neck and an eel-like head with tiny, needle-sharp teeth. Its body is covered with stiff hair, dyed in complex designs, and it wears a light leather harness for carrying pouches and weapons. Its small black eyes glitter with intelligence.

Adult neogi are the backbone of the community. They spend most of their time trying to acquire as much wealth and power as possible.

A neogi's eight-legged body is covered with stiff hair, which makes it look something like a giant wolf spider. Instead of a spider's head, however, the neogi has a long, flexible neck that extends upward and backward, then bends toward the front again in a large S-curve. Atop that sleek neck sits a small, narrow head, like that of an eel. Its jaws are lined with tiny, needle-sharp teeth, and small, black eyes are pushed well forward on the face. An occasional individual has a narrow beard growing from the front edge of its chin. A typical neogi dyes its naturally tan fur in one of a multitude of different hues and patterns. Some of these patterns signify family or rank; others are just for decoration. A neogi wears simple articles of decorative clothing and a belt or bandoleer with pouches for carrying its valuables.

Combat

Adult neogi are frail fighters, and they know it. Wherever possible, they have their umber hulk slaves (see Neogi Society, below) fight for them while they linger nearby looking for opportunities to use their enslave ability. Adult neogi try to make foes more vulnerable to enslavement by using their poison first, delivered via a crossbow bolt (see below). These creatures are nimble and difficult to corner.

Adult neogi are proficient with simple weapons.

Poison (Ex): Injury, Fortitude DC 14, initial damage 1d4 Dex, secondary damage 1d4 Wis. As a standard action, an adult neogi can coat a weapon with poison from its fangs. The poison remains active for 1 minute after application and functions as it does when delivered by means of a bite.

NEOGI AND UMBER HULKS

Neogi have bred umber hulks as slaves for generations. Neogi are rarely encountered without their powerful slaves at their side. A single neogi with one umber hulk slave is an EL 8 encounter.

Neogi are perfectly content to allow their umber hulks to do the fighting for them, sniping at their foes from behind the safety of their allies. If possible, a neogi uses its climbing ability to stay well above any possible danger. If not, the neogi remains close to its slave, so that anyone attempting to attack the neogi in melee must enter within range of the umber hulk's confusing gaze and melee attacks.

Neogi are willing to sacrifice their slaves to escape from a dangerous situation, and do so at the slightest provocation.

Enslave (Su): Three times a day, a neogi can try to enslave any one living creature within 30 feet. This ability functions similarly to a *dominate monster* spell (caster level 16th; Will DC 15). An enslaved creature obeys the neogi's telepathic commands to the letter. The subject can attempt a new DC 15 Will save every 24 hours to break free. Otherwise, the neogi's control is broken only by the death of the neogi or the enslaved creature, by a *remove curse* or *dispel magic* effect, or if the neogi travels more than 1 mile from the enslaved creature. At any given time, a neogi can have a number of creatures enslaved by means of this ability equal to 1 + its Cha modifier (but neogi also keep additional slaves in the normal, nonmagical manner). The save DC is Charisma-based.

Neogi do not need to use this ability to control their umber hulk slaves (see Neogi Society, below).

NEOGI SPAWN

Tiny Aberration
Hit Dice: 1d8–2 (2 hp)
Initiative: +3
Speed: 20 ft. (4 squares), climb 20 ft.
Armor Class: 16 (+2 size, +3 Dex, +1 natural), touch 15, flat-footed 13
Base Attack/Grapple: +0/–12
Attack: Bite +5 melee (1d3–4 plus poison)
Full Attack: Bite +5 melee (1d3–4 plus poison)
Space/Reach: 2-1/2 ft/0 ft.
Special Attacks: Poison
Special Qualities: Darkvision 60 ft., neogi traits
Saves: Fort –2, Ref +3, Will +2
Abilities: Str 3, Dex 17, Con 7, Int 3, Wis 10, Cha 2
Skills: Balance +4, Climb +11, Jump +0, Move Silently +4, Spot +1
Feats: Dodge, Weapon Finesse[B]
Environment: Warm marshes
Organization: Pack (10–40) or blight (10–60 plus 10–20 adult neogi, 10–20 umber hulk slaves, and 1–2 great old masters)
Challenge Rating: 1/3
Treasure: None
Alignment: Usually lawful evil
Advancement: 2–3 HD (Small)
Level Adjustment: —

This small, scuttling horror seems to be a spider the size of a cat, but it has an eellike head on a long, sinuous neck. Its mouth is full of tiny, sharp fangs.

These foul and dangerous pests usually are found only in the vicinity of a great old master. Sometimes adult neogi let large numbers of spawn loose on the outskirts of their community and leave them to fend for themselves.

Unlike the monstrous vermin they seem to be at first glance, neogi spawn are sentient and self-aware. They are quite cunning and cooperate to bring down larger prey—or to turn on their weaker siblings if other prey is not available.

Combat

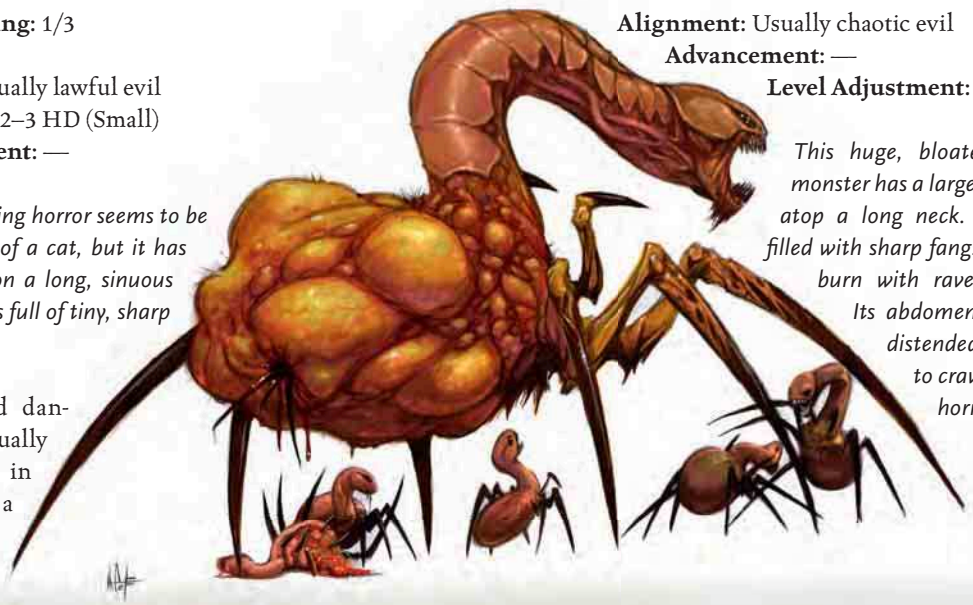
Neogi spawn hunt each other, but if they notice other prey, they charge toward it. In combat, they flood over a single creature, biting until it succumbs to their poison. These little horrors then devour the victim.

Poison (Ex): Injury, Fortitude DC 11, initial damage 1d4 Dex, secondary damage 1d4 Wis.

GREAT OLD MASTER

Huge Aberration
Hit Dice: 10d8+20 plus 3 (68 hp)
Initiative: –1
Speed: 20 ft. (4 squares), climb 10 ft.
Armor Class: 13 (–2 size, –1 Dex, +6 natural), touch 7, flat-footed 14
Base Attack/Grapple: +7/+19
Attack: Bite +9 melee (2d6+6 and poison)
Full Attack: Bite +9 melee (2d6+6 and poison)
Space/Reach: 15 ft./10 ft.
Special Attacks: Poison, spit spawn
Special Qualities: Darkvision 60 ft., neogi traits
Saves: Fort +7, Ref +2, Will +9
Abilities: Str 19, Dex 8, Con 14, Int 4, Wis 15, Cha 13
Skills: Balance +1, Climb +12, Intimidate +3, Jump +2, Move Silently +2, Spot +6
Feats: Cleave, Great Fortitude, Power Attack, Toughness
Environment: Warm marshes
Organization: Blight (1–2 plus 10–60 spawn, 10–20 adult neogi, and 10–20 umber hulk slaves)
Challenge Rating: 6
Treasure: None
Alignment: Usually chaotic evil
Advancement: —
Level Adjustment: —

This huge, bloated, spiderlike monster has a large, eel-like head atop a long neck. Its mouth is filled with sharp fangs, and its eyes burn with ravenous hunger. Its abdomen is huge and distended, and seems to crawl and pulsate horribly.



Neogi great master and spwan

Illus. by M. Corie

Neogi employ a peculiarly horrible means of reproducing their race. When an adult neogi grows old and weak, its fellows turn on it, injecting it with a special venom that initiates terrible changes in the old neogi's body. This venom causes the subject's body to swell into a great, bloated sack 10 feet in diameter. Upon becoming a great old master, a neogi's intellect dims to the verge of nonsentience, and it loses most of its memories, feats, magical abilities, and skills. In place of its cruelty and cunning, there is only a ravenous hunger.

When the transformation is complete, adult neogi lay their eggs in the great old master's abdomen. Thereafter, the adult neogi provide the great old master with food—alive but immobilized—to sustain it and nourish the young that are devouring their host from the inside out. Eventually, twenty to forty neogi spawn chew their way out of the dying master. Most of these are in turn eaten by their voracious newborn brothers, but a few survive to become the next generation of adult neogi.

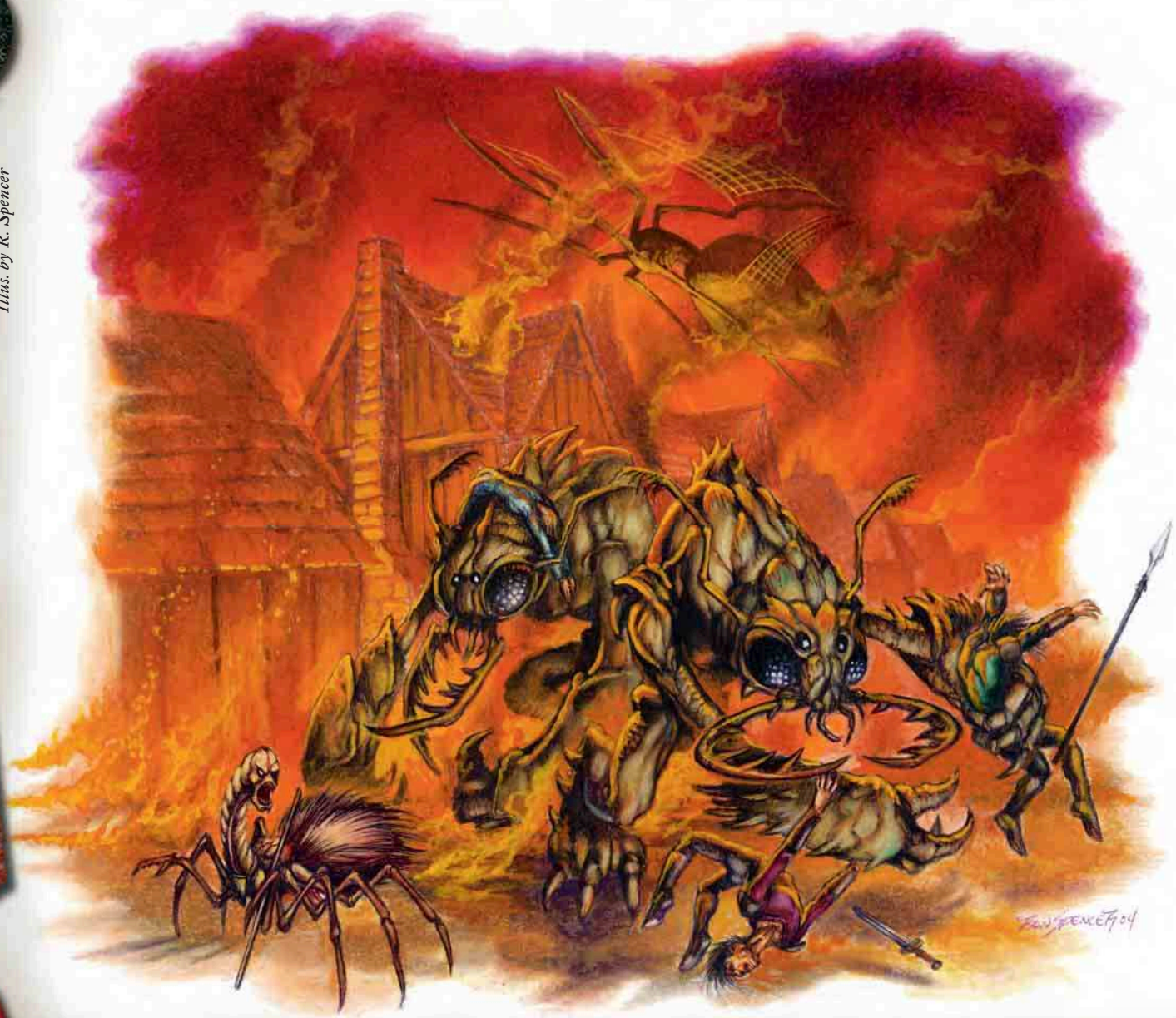
Combat

A great old master attempts to eat anything it encounters, biting ferociously and spewing forth spawn.

Poison (Ex): Injury, Fortitude DC 20, initial damage 1d4 Dex, secondary damage 1d4 Wis.

Spit Spawn (Ex): As a standard action, a great old master can spit out 2d4 neogi spawn, which can attack the moment they land. The great old master can place the spawn anywhere within a range of 30 feet, but no two spawn can land more than 10 feet apart.

Also, when a great old master takes damage, it can release 2d4 spawn. This version of the spit spawn ability is usable once per round as a free action.



Illus. by R. Spencer

A neogi raid

NEOGI SOCIETY

There's nothing to admire about neogi culture. These creatures are vicious murderers, plunderers, and slavers that only occasionally attempt to disguise their bottomless avarice as mercantile interest. Their rapacity has made them the rivals of every thinking race in the world. Neogi traders lie, steal, cheat, and deceive at every opportunity, but they have the ability to travel in places where humanoids would meet a swift and terrible death, and they can deal with creatures that would be absolutely inimical to any human trader. This means that neogi can get their claws on all sorts of unwholesome goods and commodities, and greedy humans always hope to profit by commerce with the neogi and their clients.

Of all the races that neogi enslave, umber hulks are their favorites. Every adult neogi possesses at least one umber hulk, raised from birth to a life of slavery and conditioned to accept that situation as the natural order. These umber hulk slaves take orders from any neogi without question or thought. Umber hulk guards keep less compliant slaves (those under the effect of the neogi's enslave ability) under control and also act as soldiers in neogi armies and slave raids.

In the neogi worldview, ownership is what fuels the universe. Everything belongs to the neogi as a whole—if not now, then it did in the past or it will in the future. Even a neogi can be owned as a slave by another neogi, and the slaves can own property and slaves, and those slaves can own property and other slaves, and so on.

NEOGI CHARACTERS

Neogi spawn and great old masters are not suitable as characters. An adult neogi possesses the following racial traits.

— –4 Strength, +6 Dexterity, –2 Constitution, +4 Intelligence, +4 Wisdom, +6 Charisma.

— Small size (+1 bonus to Armor Class, +1 bonus on attack rolls, +4 bonus on Hide checks, –4 penalty on grapple checks, lifting and carrying limits 3/4 those of Medium characters).

— A neogi's base land speed is 30 feet, with a climb speed of 20 feet.

— Darkvision out to 60 feet.

— Racial Hit Dice: A neogi begins with five levels of aberration, which provide 5d8 Hit Dice, a base attack bonus of +3, and base saving throw bonuses of Fort +1, Ref +1, and Will +4.

— Racial Skills: A neogi's aberration levels give it skill points equal to 8 (2 + Int modifier, minimum 1). Its class skills are Appraise, Balance, Climb, Disable Device, Intimidate, Jump, Search, and Spot. Neogi use their Dexterity modifier instead of their Strength modifier for Climb and Jump checks, and their Climb speed gives them a +8 bonus on Climb checks. A neogi can always take 10 while climbing, even if rushed or threatened.

— Racial Feats: A neogi's aberration levels give it two feats. Neogi gain Weapon Finesse as a bonus feat.

— Weapon Proficiency: Neogi are proficient with simple weapons.

— +3 natural armor bonus.

— Natural Weapons: Bite (1d4 plus poison), 2 claws (1d3).

— Special Attacks (see above): Enslave, poison.

— Special Qualities (see above): Immunity to mind-affecting spells and abilities.

— Automatic Languages: Common, Undercommon. Bonus Languages: Any other than secret languages.

— Favored Class: Wizard.

— Level Adjustment: +3.

NEOGI ANATOMY

Neogi have been likened to gigantic wolf spiders. With eight limbs supporting a flattened, barrel-shaped abdomen, the similarity is undeniable. It is also misleading, because neogi are not arachnids. They are warm-blooded creatures similar to mammals, but with a unique, asexual method for reproduction.

A neogi's eight limbs have two joints in addition to the shoulder joint. Each "knee" joint hinges the leg in an opposite direction so that it can fold up flat against the underside of the body when the creature is at rest, or when it's slung in a special carrying harness on the back of an umber hulk slave. The front pair of limbs serves both as legs and arms. These forelegs have no hands, but they do have clawlike, vestigial thumbs that are surprisingly deft at fine manipulation. They are the equal of human hands for most tasks but don't have as strong a grip as a human.

The body of a neogi departs radically from that of a spider in the structure of the neck and head. The neck is long and sinuous. It extends from the front of the body, curves upward and gracefully back, and then curves forward again in an S shape. At the end of the neck is a small head suggestive of an eel's head. Two small, dark eyes are positioned so far forward on the face that they can be mistaken for nostrils. A neogi has excellent vision forward, but it must turn its neck to see much to the side. It can easily rotate its neck through 270 degrees for all-around vision.

Below the eyes is a large mouth so wide that it seems almost as if the entire bottom portion of the head is hinged to swing downward. The jaws are lined with hundreds of tiny, needlelike teeth. A few of these teeth are actually hollow, like a snake's fangs, and serve the same purpose—they deliver poison through a bite.

The abdomen of a neogi is covered with coarse, light brown fur. Neogi are vain about this fur. They dye it in various bright colors and patterns that have social and fashion significance to other neogi. Beneath the fur, and on the neck and head where fur does not grow, a neogi's skin is smooth, slick, and tight, ranging from pale off-white to tan to splotchy, charcoal black. Neogi sometimes apply dyes to their skin, too. A well-appointed neogi can appear as a blaze of yellow, red, blue, purple, mauve, and other colors in swirling and banded patterns.

Neogi fur is not heavy enough to provide much warmth in cold weather, and they are quite sensitive to temperature. They prefer temperate climates: not too hot and certainly not too cold. The ships in which they travel from realm to realm rely on magic to protect against extremes of climate. Where they build outposts, they search for a surface location that offers a good combination of climate and security. If one can't be

found, they build below ground, where they can more easily manage both of those factors through engineering.

Neogi do wear clothing of sorts, but in everyday use, its function is entirely decorative. Their dress consists of what could be considered (for lack of better labels) aprons, scarves, and shawls. Like the neogi themselves, these tend to be dyed in bright primary colors or muted but unusual colors. Intricate stitching, fringe, tassels, beadwork, and quilting are common. A typical article of neogi clothing would be little more than a kerchief to a human-sized creature, so they can well afford the best.

In extreme cases, they don heavy furs and cloaks to protect themselves against the cold, but they always have problems protecting their legs. These limbs are so thin that they lose heat rapidly even when insulated with furs. If a neogi is forced to venture outside in frigid conditions, it is likely to keep the trip short and to bundle itself up with its legs folded inside an insulated bag that can be strapped to an umber hulk's back.

REPRODUCTION AND DEVELOPMENT

Neogi spawn grow to adulthood in about a year. They can expect to live 60 to 80 years as adults before their minds begin to lose their grip on reality. At that point, a neogi becomes a danger to itself and others because it cannot maintain control over its slaves. When this happens, one of two fates awaits a neogi. Most commonly, it is set upon suddenly by other neogi and devoured on the spot.

In some cases, other neogi attack and poison the victim. A massive dose of neogi poison causes the victim's body to swell to over ten times its original volume. Within days, the victim becomes a bloated, insane, nearly helpless blob of tissue—a "great old master," in the hypocritical terminology of the neogi. Other neogi then deposit eggs into the immobilized creature. After a short period of incubation, the eggs hatch. The spawn devour the great old master and scatter into the dark corners of the neogi community, where they live by scavenging and preying upon one another until some few reach adulthood.

NEOGI VARIANTS

Neogi do not possess any specialized subraces or variants that live apart from the rest of the race. However, rare neogi are born with a mutation that results in an adult of smaller size but greater magical power than others of their kind. These are known as dwarf neogi. Neogi defilers, slavemasters, and sorcerers represent typical neogi variations.

Dwarf Neogi

A dwarf neogi is the most extreme of the regularly appearing birth mutations. It is indistinguishable from other neogi spawn at birth, but the difference becomes apparent before long. While other spawn gain size and strength quickly, a dwarf neogi grows very slowly, if at all. By the time it is full grown, it still stands no more than 2 feet tall and weighs 10 pounds or fewer, due to its spindliness.

The creature's diminutive size is no indication of its power. A dwarf neogi is among the most dangerous of all its kind. What it lacks in physical size, it makes up for in enhanced mental powers. A dwarf neogi can crush the spirit and sap the will of most creatures from a safe distance. It always strikes from the shadows or while safely ensconced behind a protective wall of umber hulks.

A dwarf neogi is a prized possession among neogi. Few of them live as free creatures; they are usually slaves of other neogi. In some cases, dwarf neogi have been mistaken for an unknown kind of homunculus familiar.

Dwarf neogi are also widely considered to be the worst of a bad lot. They are, as a rule, crueler, more ruthless, and more evil than the average neogi. Perhaps because they have more tools at their disposal for capturing slaves, dwarf neogi are known to sometimes murder captives outright, without even preserving them for food—something no other neogi would do.

Dwarf neogi are quite rare. Fewer than one in a hundred neogi is a dwarf.

Dwarf Neogi: CR 4; Tiny aberration; HD 3d8–3; hp 10; Init +4; Spd 20 ft., climb 20 ft.; AC 19, touch 16, flat-footed 15; Base Atk +2; Grp –9; Atk or Full Atk +8 melee (1d3–3 plus poison, bite); Space/Reach 2-1/2 ft./0 ft.; SA enslave, poison, spell-like abilities; SQ darkvision 60 ft., neogi traits; AL LE; SV Fort +0, Ref +5, Will +5; Str 4, Dex 19, Con 9, Int 17, Wis 14, Cha 16.

Skills and Feats: Balance +8, Climb +12, Disable Device +8, Hide +15, Intimidate +7, Jump +3, Move Silently +8, Search +7, Spot +6; Dodge, Mobility, Weapon Finesse[B].

Languages: Common, Undercommon, Terran, Infernal, Goblin.

Enslave (Su): Three times a day, a dwarf neogi can try to enslave any one living creature within 30 feet. This ability functions similarly to a *dominate monster* spell (caster level 16th; Will DC 14). For more details, see the enslave ability description on page 91.

Poison (Ex): Injury, Fortitude DC 13, initial damage 1d4 Dex, secondary damage 1d4 Wis.

Spell-Like Abilities: 3/day—*crushing despair, daze monster, deep slumber, suggestion*; 1/day—*charm monster, fear, feeblemind.* Caster level 12th.

SPIT POISON

A creature with this feat can spit its poison as a ranged touch attack.

Prerequisites: Base attack bonus +3, Ability Focus (poison), Dex 17, poison special attack delivered by bite.

Benefit: As a standard action, the creature can spit its poison at a single target within 30 feet. The creature must succeed on a ranged touch attack to hit with its poison. The poison affects a hit target just as if the creature had succeeded on a bite attack. The poison is somewhat weakened when spit out, and the poison's save DC is reduced by 2.

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Neogi Defiler

Certain neogi develop a more virulent poison and learn to spit this poison as a ranged attack. These neogi gain levels as rogues and are called neogi defilers. Visually, nothing distinguishes these neogi from their ordinary kin. Within neogi society, defilers are valued for their capability, but they are not held in the high regard that is reserved for sorcerers and slavemasters. In fact, they are rather mistrusted. Along with their more potent poison and spitting ability, they have strong chaotic tendencies. This unpredictability makes defilers seem unbalanced to other neogi and frightens them.

The sample neogi defiler shown below has applied the Ability Focus feat to its poison, which increases its poison save DC from 14 (normal for a neogi with its Constitution score) to 16.

Neogi Defiler: Neogi rogue 1; CR 4; Small aberration; HD 5d8+5 plus 1d6+1; hp 31; Init +8; Spd 30 ft., climb 20 ft.; AC 20, touch 15, flat-footed 16; Base Atk +3; Grp –1; Atk +8 melee (1d4 plus poison, bite), or +8 ranged touch (0, spit poison), or +9 ranged (1d6+1/19–20, *+1 light crossbow*); Full Atk +8 melee (1d4 plus poison, bite) and +3/+3 melee (1d3, 2 claws), or +8 ranged touch (0, spit poison), or +9 ranged (1d6+1/19–20, *+1 light crossbow*); SA enslave, poison, sneak attack +1d6; SQ darkvision 60 ft., neogi traits, trapfinding; AL CE; SV Fort +2, Ref +7, Will +7; Str 10, Dex 19, Con 13, Int 15, Wis 16, Cha 14.

Skills and Feats: Appraise +6, Balance +8, Climb +12, Disable Device +8, Hide +12, Intimidate +6, Jump +8, Move Silently +10, Search +6, Spot +7, Tumble +8; Ability Focus (poison), Improved Initiative, Spit Poison†, Weapon Finesse[B].

† New feat described in sidebar.

Languages: Common, Undercommon, Terran, Abyssal.

Enslave (Su): Three times a day, a neogi defiler can try to enslave any one living creature within 30 feet. This ability functions similarly to a *dominate monster* spell (caster level 16th; Will DC 14). For more details, see the enslave ability description on page 91.

Poison (Ex): Injury, Fortitude DC 16 (14 when spit), initial damage 1d4 Dex, secondary damage 1d4 Wis.

Sneak Attack (Ex): A neogi defiler deals an extra 1d6 points of damage on any successful attack against flat-footed or flanked targets, or against a target that has been denied its Dexterity bonus for any reason. This damage also applies to ranged attacks against targets up to 30 feet away. Creatures with concealment, creatures without discernible anatomies, and creatures immune to extra damage from critical hits are all immune to sneak attacks. The defiler can choose to deliver nonlethal damage with its sneak attack, but only when using a weapon designed for that purpose, such as a sap (blackjack).

A neogi defiler stalks its next victims

Trapfinding (Ex): A neogi defiler can find, disarm, or bypass traps with a DC of 20 or higher. It can use the Search skill to find, and the Disable Device skill to disarm, magic traps (DC 25 + the level of the spell used to create it). If its Disable Device result exceeds the trap's DC by 10 or more, the defiler discovers how to bypass the trap without triggering or disarming it.

Possessions: bracers of armor +2, +1 light crossbow with 20 bolts, *potion of cure moderate wounds.*

Neogi Slavemaster

Like a defiler, a neogi slavemaster has learned to enhance its natural abilities. Neogi slavemasters enjoy a greater ability to enslave others. Slave raiding parties include a slavemaster whenever possible. With its increased ability to dominate, a slavemaster can capture more slaves and pass off their control to other neogi after the raid.

Most slavemasters own other neogi as slaves, in addition to the usual umber hulks and servant races. Because of their wealth, slavemasters rise to positions of dominance in neogi society.

Neogi slavemasters are adult neogi that have the Ability Focus (enslave) feat. Their Charisma scores are also higher than average for neogi, which further increases the save DC for their enslave ability and allows them to control more slaves.

Enslave (Su): Five times per day, a neogi slavemaster can try to enslave any one living creature within 60 feet (caster level 16th; Will DC 17). An enslaved creature obeys the neogi's telepathic commands to the letter. The subject can attempt a new Will save every 24 hours to break free. Otherwise, the neogi's control is broken only by the death of the neogi or the enslaved creature, by a *remove curse* or *dispel magic* effect, or if the neogi slavemaster travels more than 10 miles from the enslaved creature. At any given time, a neogi can have a number of creatures enslaved by means of this ability equal to 3 + its Cha modifier (but neogi also keep additional slaves in the normal, nonmagical manner). The save DC is Charisma-based and includes a +2 racial bonus.

Challenge Rating: 4.

Neogi Sorcerer

While wealth is the ultimate arbiter of power in neogi society, magical aptitude can make the acquisition and defense of wealth significantly easier. The wealthiest neogi demonstrate a surprising affinity for magic.

Neogi sorcerers are accorded great respect within their communities. Sorcerers are unique within neogi society in that they alone cannot be slaves of other neogi, other than the leader of a tribe. Should a neogi sorcerer become indebted to another neogi, the leader is obligated to "buy off" the sorcerer's debt.

Neogi with skill at sorcery do not advertise this to members of other races, and reserve their special talents as a surprise for unsuspecting enemies. Weasels are the most common familiars of neogi sorcerers, with snakes a close second.

Neogi Sorcerer: Neogi sorcerer 6; CR 8; Small aberration; HD 5d8+5 plus 6d4+6; hp 48; Init +9; Spd 30 ft., climb 20 ft.; AC 24, touch 17, flat-footed 19; Base Atk +6; Grp +1; Atk +12 melee (1d4–1 plus poison, bite) or +13 ranged (1d6/19–20, masterwork light crossbow); Full Atk +12 melee (1d4–1 plus poison, bite) and +7/+7 melee (1d3–1, claws), or +13 ranged (1d6/19–20, masterwork light crossbow); SA enslave, poison, spells; SQ darkvision 60 ft., familiar, familiar benefits, neogi traits; AL NE; SV Fort +6, Ref +8, Will +10; Str 8, Dex 20, Con 12, Int 14, Wis 12, Cha 21.

Skills and Feats: Appraise +6, Balance +9, Climb +13, Concentration +11 (+15 casting defensively), Disable Device +7, Intimidate +9, Jump +9, Knowledge (arcana) +6, Move Silently +9, Search +6, Spellcraft +12, Spot +7; Alertness (if familiar is within arm's reach), Combat Casting, Craft Wondrous Item, Improved Initiative, Spell Penetration, Weapon Finesse[B].

Languages: Common, Undercommon, Terran, Draconic.

Enslave (Su): Three times a day, a neogi sorcerer can try to enslave any one living creature within 30 feet. This ability functions similarly to a *dominate monster* spell (caster level 16th; Will DC 17). For more details, see the enslave ability description on page 91.

Poison (Ex): Injury, Fortitude DC 16, initial damage 1d4 Dex, secondary damage 1d4 Wis.

Familiar: The neogi sorcerer's familiar is a rat. The familiar uses the better of its own and the neogi's base save bonuses. The creature's abilities and characteristics are summarized below.

Familiar Benefits: The neogi sorcerer gains special benefits from having a familiar. This creature grants it a +2 bonus on Fortitude saves (included in the above statistics).

Alertness (Ex): The familiar grants its master Alertness as long as it is within 5 feet.

Empathic Link (Su): The neogi sorcerer can communicate telepathically with its familiar at a distance of up to 1 mile. The master has the same connection to an item or a place that the familiar does.

Share Spells (Su): The neogi sorcerer can have any spell it casts on itself also affect its familiar if the latter is within 5 feet at the time. It can also cast a spell with a target of "You" on its familiar.

Sorcerer Spells Known (6/8/6/4 per day; caster level 6th): 0—*acid splash* (+12 ranged touch), *daze* (DC 15), *detect magic, light, mage hand, read magic, touch of fatigue* (+12 melee touch; DC 15); 1st—*color spray* (DC 16), *expeditious retreat, mage armor*, magic missile*; 2nd—*invisibility, web* (DC 17); 3rd—*fireball* (DC 18).

* Already cast.

Possessions: masterwork light crossbow with 20 bolts, *ring of protection +1, wand of scorching ray* (30 charges), *potion of cure moderate wounds.*

Rat Familiar: CR —; Tiny animal; HD 6; hp 24; Init +2; Spd 15 ft., climb 15 ft., swim 15 ft; AC 17, touch 14, flat-footed 15; Base Atk +6; Grp –6; Atk or Full Atk +10 melee (1d3–4, bite);

SA deliver touch spells; SQ improved evasion, low-light vision, scent, speak with master; AL NE; SV Fort +3, Ref +5, Will +10; Str 2, Dex 15, Con 10, Int 8, Wis 12, Cha 2.

Skills and Feats: Balance +14, Climb +12, Hide +14, Move Silently +10, Swim +10; Weapon Finesse.

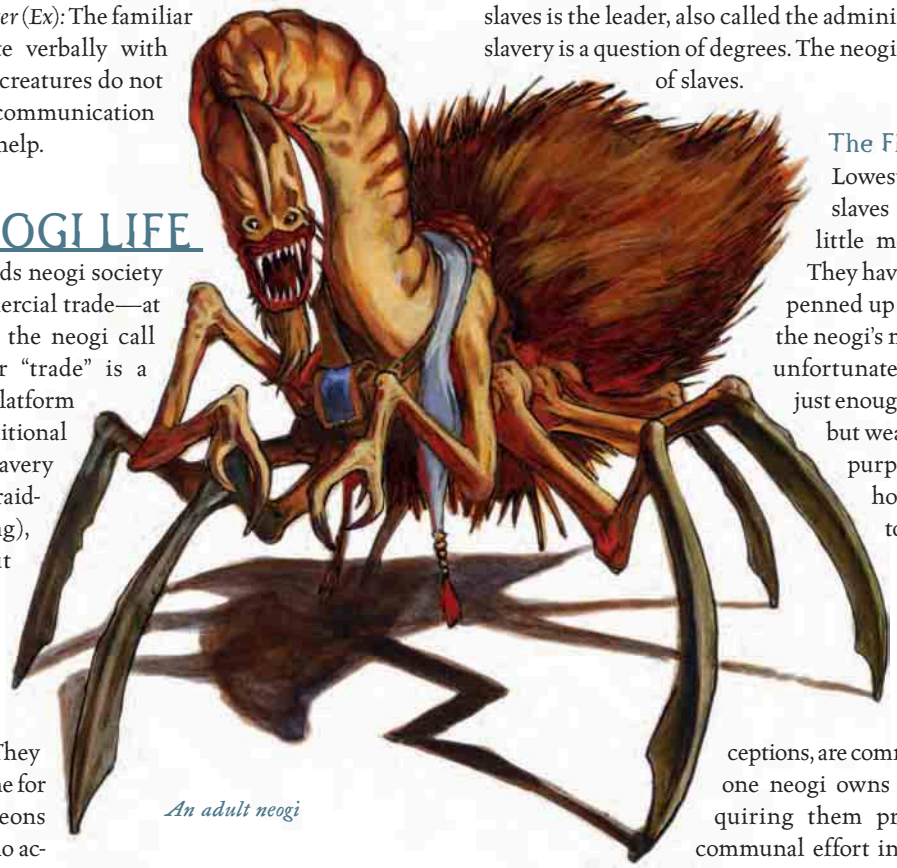
Deliver Touch Spells (Su): The familiar can deliver touch spells for its master (see Familiars, page 52 of the *Player's Handbook*).

Improved Evasion (Ex): If the familiar is exposed to any effect that normally allows it to attempt a Reflex saving throw for half damage, it takes no damage with a successful saving throw and half damage if the saving throw fails.

Speak with Master (Ex): The familiar can communicate verbally with its master. Other creatures do not understand the communication without magical help.

NEOGI LIFE

The glue that binds neogi society together is commercial trade—at least, that's what the neogi call it. In fact, their "trade" is a three-cornered platform supported by traditional mercantilism, slavery (buying, selling, raiding, and owning), and out-and-out piracy.



An adult neogi

All neogi, regardless of their class or their interests, are traders at their core. They have carved a niche for themselves over eons as middlemen who acquire goods cheaply where they're plentiful, transport them to where they're rare, and then sell them at high prices. The neogi see themselves as the ultimate merchants. The fact that they sometimes steal the goods rather than buy them, or that the goods themselves are sometimes sentient beings who would rather not be bought and sold, is of no concern to the neogi. To call them amoral would be too generous. They are unprincipled, unethical, ruthless marauders that care nothing for the lives or property of anyone but themselves. The fact that they are tolerated or even welcomed (cautiously) rather than attacked when they arrive at a market or port is a testament to greed everywhere.

Neogi trade in anything that offers the potential for profit, whether it is furniture, food, wine, art, magical items, exotic animals, or rare manuscripts. Without question, the merchandise that earned them their infamous reputation is slaves.

LEADERS AND SLAVERY

Leadership within the neogi community is rigidly structured. Because they have no means of tracing parentage, it cannot be hereditary. Neogi have no mechanism for dynastic inheritance of rulership or property. All neogi spawn within a tribe spring from the same source. One might suppose that this would lead to widespread feelings of equality within the community, but that assumption would be wrong.

The heavily stratified nature of neogi society is built around ownership of slaves. Although neogi are essentially tribal, the question of leadership is more complex than it appears.

In its simplest iteration, the tribe member that owns the most slaves is the leader, also called the administrarch. Neogi-style slavery is a question of degrees. The neogi recognize four tiers of slaves.

The First Tier

Lowest on the scale are slaves the neogi consider little more than livestock. They have been captured and penned up but not enslaved by the neogi's mental power. These unfortunate creatures are fed just enough to keep them alive but weak. They serve three purposes: as meat on the hoof, as merchandise to be sold, and as a resource pool from which to fill the ranks of the second tier.

These slaves, with very few exceptions, are communal property—no one neogi owns them—because acquiring them probably involved a communal effort in the form of an organized raid. Arranging for the (minimal) care of these slaves and managing their use is one of the administrarch's chief responsibilities.

The neogi keep adding to their pool of captives as long as they have somewhere to confine them and enough umber hulk minions to keep them from escaping.

The Second Tier

The second tier of slavery consists of creatures that have been actively enslaved from the pool of captives or captured and enslaved directly by a neogi acting on its own behalf.

In keeping with their high level of paranoia, neogi fear their slaves more than almost anything else. This is because a neogi's mind-controlling enslavement can be fought. A slave can break free of those mental bonds, and when it does, it's likely to be murderously angry. For this reason, neogi don't

Illus. by S. Ellis

like to have more than three creatures under their personal enslavement at any given time, even if their Charisma scores would allow them to keep more. With more than that, they run an ever-greater risk of losing control over one or several and being murdered in their homes.

The Third Tier

The third tier of slavery is the cadre of umber hulks that serve the neogi. These are born and bred to slavery, and through lifelong conditioning, they accept their position as part of the natural order. Each neogi, upon reaching adulthood, is presented with an umber hulk slave by the administrarch. An additional umber hulk might be awarded in recognition of a great deed or great service to the tribe. In this way, individual neogi can accumulate two, three, four, or even more umber hulk slaves. Having more than two is considered a significant honor.

The Fourth Tier

The fourth tier of slave ownership is, of course, owning other neogi. This state comes about most commonly through non-payment of debts. Neogi take debts very seriously. They loan money freely but at high rates of interest. Missing a single repayment is sufficient cause to become enslaved, and so is damaging someone's property to an extent that exceeds a neogi's ability to pay. A neogi owing more than it can pay for any reason, in fact, leads to its enslavement. Gambling debts are the leading culprits here; neogi are compulsive gamblers.

Neogi-to-neogi slavery functions differently from the other tiers. They do not use their mental enslavement power on one another; the rigidity of their society is enough to force compliance. This type of slavery has as much kinship with feudalism as with a more traditional definition of slavery. A neogi slave is more than property, but less than subject.

More important, a neogi that becomes a slave does not lose its own slaves. Those slaves still belong to it, but they also belong to the neogi's owner. If that neogi is, in turn, owned by another, then all of its slaves are tallied as possessions of the third neogi. In this way, neogi can amass large numbers of slaves without overtaxing their ability to keep them all enslaved.

The most unusual situation occurs in what the neogi term "the great wheel of ownership." Consider a situation in which neogi A belongs to neogi B, B belongs to C, and C belongs to D. It is conceivable that through the vagaries of misfortune, neogi D could become the property of neogi A, creating a circular ring of ownership with no neogi at its head as the undisputed owner. In this case, all neogi involved become the property of the administrarch, retaining individual control over only their personally held slaves and umber hulks. The neogi seek to avoid this situation because it strips them of hard-won wealth.

Another important question of ownership arises when a neogi dies or becomes a great old master. What becomes of its slaves? Its personal, second-tier slaves are returned to the first-tier pool. This needs to be done quickly, because their mental enslavement ends at the moment the neogi dies or becomes a master. Many don't live long enough to be returned to the slave quarters; they react to their freedom by trying to escape. Umber hulks, never the most thoughtful or gentle of guardians, respond by killing the would-be escapees. A dead neogi's umber hulk servants can be reassigned to another neogi. Barring that, they become the property of the administrarch, at least temporarily.

Neogi that were owned by the recently deceased become free. Their obligation is complete. This has a remarkable effect on leadership within the neogi tribe. The administrarch is, by definition, the largest single slaveholder in the tribe. Leadership can change as the balance of slave ownership changes. This is rare because of the way wealth begets more wealth. It's not uncommon for the largest slave owner—the administrarch—to own the second-largest slave owner as one of its slaves. On the passing of the administrarch, one of its slaves becomes the new administrarch in a smooth transition of power. Being the slave of another neogi does not make a neogi unworthy, though it does reduce the creature's status.

LANGUAGE

Neogi long ago abandoned or forgot their own language, adopting instead the languages of their "customers." Neogi speak Common, even among themselves. Since they make use of subterranean lairs and bases and deal with creatures such as mind flayers and other deep-dwelling monsters, they also master Undercommon early on. Many also speak Terran.

RELIGION

With religion, as with most things, neogi are opportunists. No matter what god they consider their primary deity, they at least pay lip service to others, if only to cover all bets. Consequently, neogi are indifferent to specific deities, professing worship in whichever power strikes them as most convenient at the time. They have even been known to profess veneration for human deities, such as Fharlanghn or St. Cuthbert, but this is almost always a negotiating ploy of some kind.

When not seeking advantage from some power or another, the most commonly worshiped god among neogi is Tharizdun. In the darkness and entropy of Tharizdun, the neogi see a sort of divine rapacity that merits their respect. Although Tharizdun rarely rewards his worshipers with spells or divine favor, neogi that follow him believe that taking wealth and property from others and hoarding it for themselves is a metaphor for consuming the world around them.

Less philosophical neogi sometimes venerate the terrible being known as the Patient One. Neogi of this stripe tend to be physically gluttonous creatures that relish the act of devouring intelligent victims. Destroying a being for one's personal sustenance is the most complete form of dominion one creature can exert over another. Neogi followers of the Patient One ritually devour their less-useful slaves as an expression of religious fervor.

The cult of Vecna has a small but slowly growing following among neogi. The Maimed Lord appeals strongly to all the worst traits in neogi psychology: their penchant for evil,

secrecy, the exploitation of weakness, and the flaunting of strength. Worship of Vecna doesn't exactly constitute an underground movement within neogi society, but it is not practiced openly. Other neogi disapprove, resisting the notion of venerating a human deity, no matter how evil. As long as Vecna's followers conduct their rites in secrecy, they suffer no undue consequences at the hands of their fellows. Where's the profit in pointless religious debates, after all?

Information about Tharizdun and the Patient One is presented in Chapter 9: The Aberration Hunter.

RELATIONS WITH OTHER RACES

The only creatures that trust neogi are those that have nothing to fear from them, and few races fit that description. Undead, because they are immune to mind control, cannot be enslaved by neogi. Illithids are not entirely immune, but their mental power is so much greater than the neogi's that they might as well be. Besides, the illithids never allow themselves to be placed in a position where neogi could gain an advantage over them.

The combination of the neogi's predatory tendencies and their utterly evil outlook prevents most humans, dwarves, and elves from forming permanent treaties with them. Neogi caravans and trading vessels sometimes call at human, dwarf, or elf towns, but they are not welcome, and their stay is short. It's likely that some mutually beneficial trades can be worked out during a short stay, but there's always a chance that at least a few townspeople will turn up missing after the neogi depart.

Races and societies that make use of slaves are more likely to have dealings with neogi. These far-roving traders have the advantage of bringing slaves from points so distant that there's little chance of their kin or countrymen coming to set them free.

When faced with well-defended, savvy customers, the neogi can actually be good trading partners. They recognize value and because of their lawful natures, they honor agreements once they're finalized. The only way to be secure when dealing with neogi is to operate from a position of strength. Intimations of weakness invite subterfuge and double-dealing, and possibly even trigger an attack. The neogi need to keep their slave pens filled somehow, and raiding is the most direct method.

While slaves and mercantilism are the backbone of neogi enterprise, they have another area of expertise that is less recognized but sometimes even more valuable: navigation. Neogi travel more widely than nearly any other race, across continents, oceans, entire worlds, and even planes of existence. They know where to find almost anything, and there are few places they cannot reach, if they're paid well enough. Taking passage on a neogi vessel or with a neogi caravan is risky business for desperate customers. Those tempted, or forced by necessity, to travel this way are advised to work out an iron-bound contract ahead of time, to travel in strength, to keep their business secret, and to sleep with one eye open.

NEOGI MAGIC

Unlike many of the other sentient aberration races, neogi are not very innovative with their magic. Instead, they are the ultimate scavengers, freely stealing from any interesting magical tradition they come across, taking what they find useful, and discarding the rest. A neogi wizard might know spells originating on a half-dozen different worlds, some of them created by fearsome beholder mages, others by ancient human necromancer-liches, and still others by elf enchanters.

The anatomy of the neogi imposes restrictions on which magic items they can use and how the creatures use them. A neogi can wear:

- One headband, hat, helmet, or phylactery on the head.
- One pair of lenses or goggles over the eyes.
- One amulet, brooch, medallion, necklace, periapt, or scarab around the neck.
- One cape, cloak, or mantle around the shoulders.
- Two pairs of bracers or bracelets on its two uppermost pairs of limbs.
- One glove, pair of gloves, or pair of gauntlets on its foreclaws.
- One ring on each claw (total of two rings).

Neogi cannot wear vests, vestments, shirts, robes, belts, boots, or shoes.

NEOGI GOALS

In the neogi's view of the universe, all things are, were, or will eventually be owned by the neogi. At that point, they will fulfill their racial destiny and the universe will achieve its perfect form—in effect, the living world will transform into the neogi image of paradise. A key factor in this view is that it concerns not just material things, but all things. All living creatures will also be owned by neogi, and all other neogi will be owned by the almighty leader of the race, the administrarch.

In the short term, neogi goals are simple. Each wants to become as rich as possible and to own the longest chain of slaves it can assemble, eventually working its way up to the position of administrarch.

SLAVES

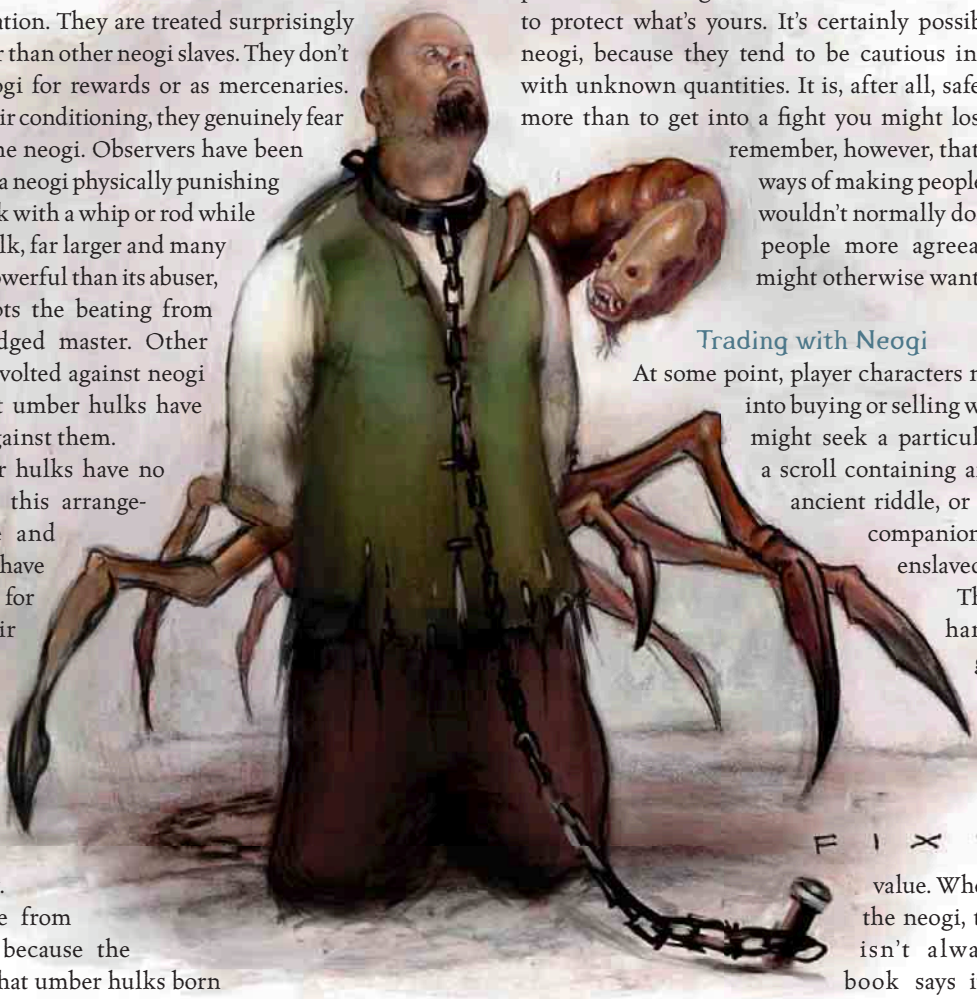
Even more than trade, slaves are the cornerstone of neogi life. Without slaves, neogi could not operate their ships, build their nests, move their goods, or even feed and clothe themselves. Neogi have lost the will and the knowledge to perform such tasks because those matters are the work of slaves. A typical neogi knows how to do just two things, and it does them exceedingly well: strike a hard bargain and manage slaves.

Every adult neogi owns at least one slave. Many neogi own more than one, but because of the limitations of their enslave power, few use more than three on a daily basis. Excess slaves are kept penned up until they are sold, brought out of confinement as replacements, or relegated to become food.

The most common slaves are umber hulks. An adult neogi is never seen outside its stronghold without at least one umber hulk slave in tow. Most of the time, the neogi is carried in a special sling high on the umber hulk's shoulders.

Neogi breed their own umber hulk slaves, rather than capturing them or buying them. The relationship between neogi and enslaved umber hulks is almost symbiotic. The umber hulks do not need to be subjected to mental enslavement every day. To an outside observer, they seem to serve willingly, but this is not really the case. The umber hulks are conditioned from birth to believe that servitude is the highest aspiration. They are treated surprisingly well, far better than other neogi slaves. They don't serve the neogi for rewards or as mercenaries. Because of their conditioning, they genuinely fear and respect the neogi. Observers have been amazed to see a neogi physically punishing an umber hulk with a whip or rod while the umber hulk, far larger and many times more powerful than its abuser, meekly accepts the beating from its acknowledged master. Other slaves have revolted against neogi overlords, but umber hulks have never risen against them.

Free umber hulks have no objections to this arrangement. Fierce and barbaric, they have no sympathy for those of their kind that have been domesticated. Free umber hulks sometimes serve neogi as mercenaries for pay. They are safe from enslavement because the neogi know that umber hulks born to freedom make intractable slaves. Likewise, the mercenaries know that umber hulks born to slavery cannot adjust to life as free barbarians, so they are happy with the status quo.



Illus. by C. Fix

A neogi merchant inspects the merchandise

TRADE AND PIRACY

Most people distinguish between trade and piracy, but to the neogi, it is a semantic nicety and little more. Piracy is simply one more method for acquiring trade goods at the lowest possible price.

That attitude is wrapped up in the underlying neogi philosophy that everything did, does, or at some point will belong to the neogi. Goods are like water—they flow from one place to another, always moving downhill from surplus to deficit. The neogi are like the waterwheel that draws work and energy (profit) from the water without interrupting its flow.

This appears to be a pretty philosophy, but it is typical, self-serving neogi claptrap. The neogi are predators, not benign facilitators. They buy merchandise only when the price of purchasing is less than the price of stealing or having to fight for it. No one who deals with the neogi does so casually. Caution and a large measure of self-protection are absolutely necessary.

Under the right conditions, trading with the neogi can be profitable. "The right conditions" means having the strength to protect what's yours. It's certainly possible to bluff the neogi, because they tend to be cautious in their dealings with unknown quantities. It is, after all, safer to pay a little more than to get into a fight you might lose. It's smart to remember, however, that the neogi have ways of making people do things they wouldn't normally do, and of making people more agreeable than they might otherwise want to be.

Trading with Neogi

At some point, player characters might be forced into buying or selling with neogi. They might seek a particular magic item, a scroll containing an answer to an ancient riddle, or the return of a companion who has been enslaved.

The best way to handle such negotiations is through role-playing, but it helps if the DM has a yardstick to measure value. When dealing with the neogi, the "going rate" isn't always what the book says it is—it's what the neogi thinks it is, especially where slaves are concerned. A neogi might know of a distant market or have plans for a creature that substantially increases the price at which it will sell. Also, so many of the neogi's goods are from alien or inaccessible places that they simply aren't available from anyone else. In that case, there is no competition and the neogi can set its price; the only obstacle is finding an interested buyer with sufficient cash.

When setting values, begin with the values given for the same or similar items in Chapter 7: Equipment of the *Player's Handbook*. Neogi seldom deal in shoddy items, and much of what they carry is of above average to masterwork quality, so they seldom sell anything for less than its book value and seek

20 to 50 percent more than that. If the item comes from far away (more than 500 miles) and it's not available locally, double its price. If the item comes from another world or another plane of existence, the sky's the limit—five to ten times the book price is a good target.

The value of slaves is a different matter. Multiple factors go into the value of a slave, and the interest shown by the potential buyer is not the least. The basic method for determining the value of a slave is based on the creature's CR, using the following formula:

Cost = (CR, minimum 1)^2 100 gp

An unskilled dwarf, for example, with CR 1/2, costs 100 gp (CR 1/2 rounds up to 1; 1 squared = 1; 1 times 100 gp = 100 gp). A troll slave, on the other hand, costs 2,500 gp (CR 5 squared = 25, times 100 gp = 2,500 gp).

Unusual or marketable qualities in a slave, such as great strength, great beauty, valuable skill, or exotic origin, can multiply the price by two, three, or four. A skilled miner dwarf might bring 200 gp if sold at a mine. If that same dwarf were exceptionally strong, he could cost 400 gp. If that dwarf was an 8th-level rogue and the buyer was the head of a thieves' guild, the slave could cost between 12,800 and 25,600 gp. The DM has considerable leeway when setting these prices, of course. When dealing with high-level characters, there's always a possibility that the neogi don't know how valuable or how skilled a particular captive is, leading them to undervalue the slave.

Several skills come into play when haggling with neogi.

Appraise is valuable for obvious reasons, but it's less useful when dealing with unfamiliar or alien goods.

Diplomacy is another handy skill. Long years of trading with some of the most unsavory creatures imaginable have made the neogi difficult to offend, but they respond uncharacteristically well to politeness.

Sense Motive is essential; neogi lie about anything if they expect to get away with it.

Pertinent Craft and Knowledge skills can provide essential synergy bonuses to relevant Appraise checks.

TRAVEL

Among the most impressive achievements of the neogi are their spider-shaped flying ships. Spiderships not only fly rapidly from point to point on a world, but they are said to be able to travel from one world to another. When neogi arrive with exotic goods, the items might not be simply from far away—they might be literally from another world.

In practical terms, most neogi are bound to the world where they live and tied to more mundane methods of travel. Like most merchants, they favor caravans for protection. Their caravans tend to be small, but with umber hulks acting as guards, they travel most regions with confidence. In fact, they probably present a greater danger to those they meet on the road than vice versa.

WRECK OF THE MINDSPIDER

A few weeks ago, a neogi flying ship met with misfortune in a furious thunderstorm as it was setting out on a long journey. Heavily damaged, it crashed on an isolated rocky beach. Several neogi and their slaves were killed or injured in the crash, but five of the small monsters survived, along with four umber hulks and a handful of other useful slaves. Under the leadership of the sorcerer Neex Hist, the neogi are working to repair their ship so they can continue their interrupted voyage. In the meantime, they have set up camp in a large sea cave close by the site of the shipwreck. While the repairs continue, the neogi and their minions are scouring the area for anything of interest—there's no point in leaving potentially valuable merchandise in the vicinity of the crash site, after all.

The areas outside the sea caves consist of sheer bluffs, pebble-strewn beaches with heavy surf and massive driftwood logs, and a thick coastal forest of evergreens beginning at the upper end of the beach. The coast is cool and rainy, with frequent fogs.

At the time the PCs arrive on the scene, a light fog covers the area. This fog has no effect within 30 feet, but creatures 30 to 60 feet away have concealment, and vision is obscured beyond 60 feet.

The beach is difficult terrain due to the deep layer of pebbles. The outer sides of the headland are steep, but offer numerous handholds (DC 15 Climb check).

Inside, the sea caves are somewhat slick and wet. Add +5 to the DC of Balance or Climb checks made inside the caves.

In several places, the neogi had the umber hulks block passages with heavy boulders. Rolling a boulder barrier aside requires a DC 22 Strength check. Two or three umber hulks cooperate to emplace or remove a barrier.

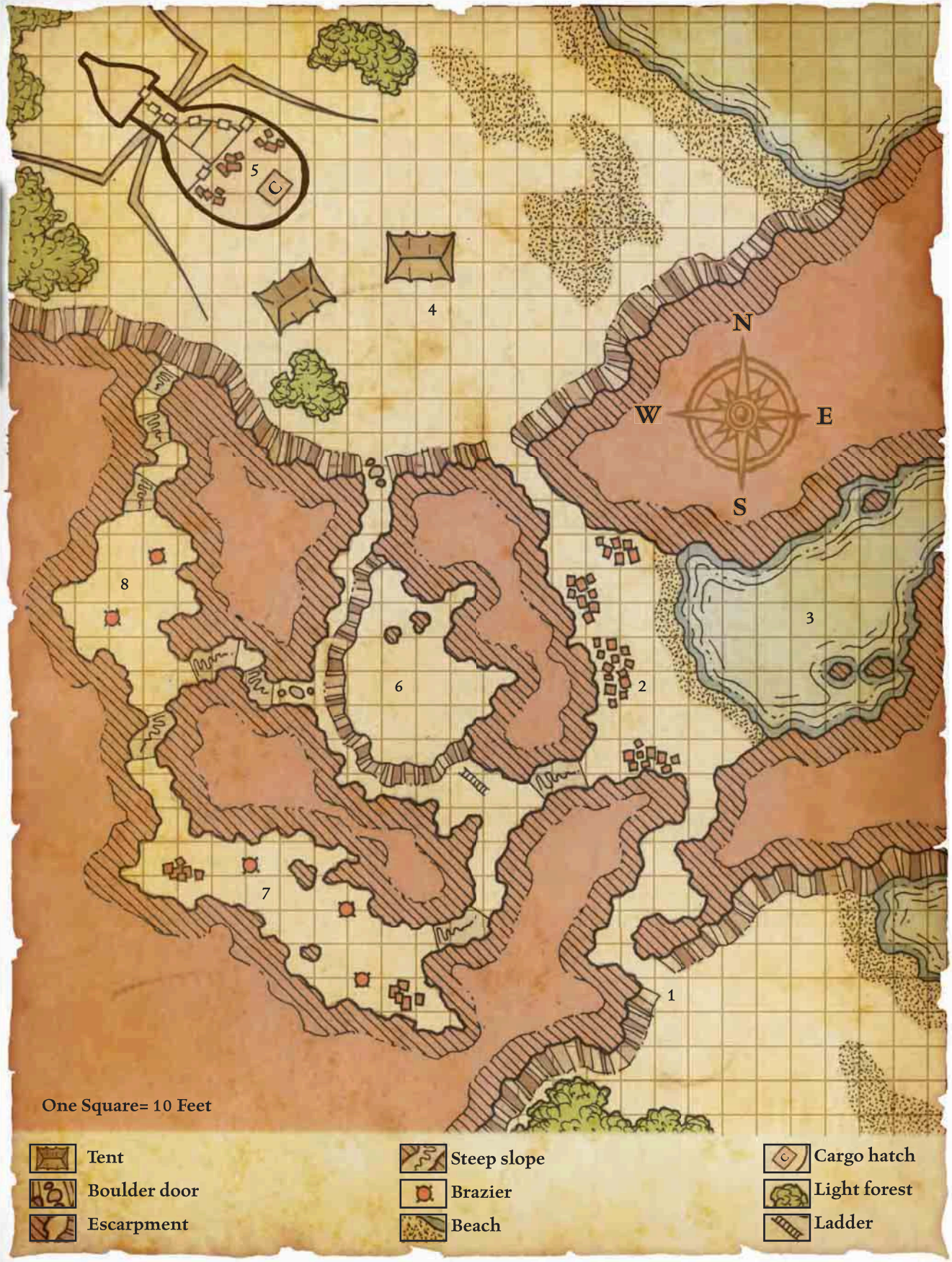
1. GUARD POST (EL 8)

A tall headland rises up across the beach in a long rocky wall jutting well out into the water. Mist-wreathed evergreen forest crowns the top of the cape, and surging waves break along its sides. A large crevice in its side leads to a cave at the beach level. Two armored bugbears stand outside the cave, keeping watch over the area.

If the PCs approach openly and give no outward signs of hostility, continue with the following:

The bugbears glare at you, sizing you up. "Are you here to trade?" one growls.

The bugbears have orders to defend the lair against outright attack, but to hold their fire until they've established whether any approaching creatures might in fact be potential customers. A party of characters can easily feign interest in "trading," but before the bugbears allow any strangers to enter, they summon the umber hulk Kothogg, who keeps out of sight in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One Square= 10 Feet
Tent
Boulder door
Escarpment
Steep slope
Brazier
Beach
Cargo hatch
Light forest
Ladder

the alcove just within the entrance. Kothogg is really in charge of the guardpost, and it decides whether strangers seem like they're here to trade or cause trouble. Kothogg doesn't speak or understand Common. If the bugbears give visitors the thumbs-up, the umber hulk leads them to area 2 to meet the neogi Rixxil Kas. Kothogg won't lead PCs holding weapons anywhere, though.

If the PCs simply attack the bugbears, Kothogg comes to their assistance. It retreats if reduced to 20 or fewer hit points, hoping to warn its masters of an attack.

If the PCs attack the base and then leave, the neogi have the umber hulks block this entrance tunnel with huge boulders to prevent any further incursions from this direction.

Kothogg, Umber Hulk: hp 81; *Monster Manual* page 248.

Bugbear Slave (2): Bugbear fighter 2; CR 4; Medium humanoid (goblinoid); HD 3d8+9 plus 2d10+6; hp 39; Init +2; Spd 30 ft.; AC 22, touch 12, flat-footed 20; Base Atk +4; Grp +8; Atk or Full Atk +10 melee (1d8+4/ 3, masterwork warhammer) or +6 ranged (1d8+2/ 3, composite longbow); SQ darkvision 60 ft., scent; AL CE; SV Fort +7, Ref +5, Will +2; Str 18, Dex 15, Con 17, Int 10, Wis 12, Cha 6.

Skills and Feats: Climb +0, Hide –2, Listen +5, Move Silently +2, Spot +8; Alertness, Cleave[B], Power Attack[B], Weapon Focus (warhammer).

Languages: Goblin, Common.

Possessions: breastplate, heavy wooden shield, masterwork warhammer, composite longbow (+2 Str bonus) with 25 arrows, *potion of cure light wounds.*

The bugbears are not *dominated* by the neogi; they're simply held by fear of their small masters (or, more accurately, fear of the foul-tempered umber hulks that serve their small masters). Given the chance to escape, they are more than willing to abandon the neogi to their fate.

2. SEA CAVE (EL 8)

The loud rushing of water and the cries of sea birds fill this cave, open on its western end to the sea. Small waves surge onto the gravel beach inside. Daylight peeks into the cave from the half-flooded western entrance, the tunnel to the north, and a large crevice facing west. A steep, dimly lit passage climbs east, deeper into the headland. Heaps of crates, heavy casks, bales of cloth, and other such goods litter the higher and drier parts of the cave.

A spiderlike creature the size of a large dog scuttles over the crates, inspecting them. It has a long, snaky neck and wears a strange sort of cape or cloak over its carapace, fastened with a golden chain. Several humanoids—orcs and goblins, mostly—work to rearrange the goods, and a big umber hulk towers behind the little spider-creature.

The neogi Rixxil Kas serves as the company's stores and cargomaster. The mindspider's cargo was offloaded into this cave, and Kas maintains exacting records of which supplies are being used for which purposes.

If Kothogg leads the PCs into the chamber, Rixxil Kas assumes they have come to trade. The neogi are interested in small, high-value cargo such as magic items, gemstones, rare spices, exotic slaves, and such things; the ship isn't that big, after all. Of course, Kas is not above negotiating a trade and then arranging an ambush to enslave its would-be trading partners.

If the PCs enter without Kothogg, Kas assumes trouble, and orders its slaves to attack.

Rixxil Kas, Neogi: hp 20; see page 90.

Rixxil's Umber Hulk: hp 66; *Monster Manual* page 248.

Orc Slave (Warrior 1) (3): hp 5 each; *Monster Manual* page 203.

Goblin Slave (Warrior 1) (3): hp 4 each; *Monster Manual* page 133.

If things go poorly, Rixxil Kas orders the giant octopus in area 3 to come and assist. The neogi has enslaved the octopus and can command the creature as it likes. The octopus can remain in the water and still reach much of the cave with its tentacles.

The orcs and goblins flee if at all possible, hoping that this is their chance for an escape.

Much of the cargo in this cave consists of supplies for a long voyage—salted meats, pickled fish, hardtack, and so on. The valuables include fifty bottles of fine wine, thirty-five bolts of silk worth 50 gp each, one hundred furs (mostly beaver) worth 5 gp each, and various other trade goods. Rixxil Kas's cloak clasp is a fine gold chain worth 240 gp.

Kas also has two coffers in area 7, where it keeps more cash and easily traded goods in case a deal presents itself.

3. WATER PASSAGE (EL 8)

The mouth of the sea cave faces the open ocean. Waves surge into the cave from outside, roaring and rumbling in the confined space.

The water in here is swift, cold, and treacherous (DC 18 Swim check to navigate). The drop-off is steep; anything within 5 feet of the shore is 5 feet deep, and the rest of the passage has an average depth of 10 to 15 feet.

The neogi have an unusual guard for this entrance: a giant octopus enslaved by Rixxil Kas. The neogi has ordered the creature to remain near and slay anything coming in or going out. Normally, the monster lurks out near the mouth of the cave, where the water is deeper and food is more likely to wander by.

Giant Octopus: hp 52; *Monster Manual* page 276.

4. REPAIR YARD (EL 9)

The passage from the sea cave opens up on a hidden cove, surrounded by high headlands and dense forest. A broad, rocky strand runs for several hundred yards to the next headland. Nearby, a large, strange-looking vessel lies canted on its side, well above the storm line. It resembles a fantastic spider made of dark, polished wood and enameled metal, with masts in the shape of long arachnid legs, windows for its dark small eyes,

and a large open hatch in its belly, leading to a cargo hold. The spider-ship seems to have been damaged; part of the hull is smashed.

Surrounding the spider-ship is a makeshift repair yard. Several large tents house woodworking shops, and a number of trees have been felled and are being shaped into planks in an improvised sawmill. Humanoids are busy hoisting new planks over the ship's damaged areas and hammering them into place under the supervision of another strange, spiderlike creature.

The neogi Azri Voqq, helmsman and shipwright, is overseeing the repair of the mindspider. It possesses more expertise in ship construction than its fellows, and has been given absolute priority in the use of talented slaves. To ensure Voqq's attention to its task, the dwarf neogi Urqo Zar—personal slave to Neex Hist, the neogi leader—shadows its every step, scrutinizing Voqq's work for even the minutest flaw. The shipwright would dearly love for some horrible construction accident to befall the annoying Zar, but so far no such opportunities have presented themselves.

The neogi regard their mindspider as sacrosanct, and are distinctly uncomfortable with allowing the ship to be seen by outsiders. Any PCs who appear here without being escorted by an umber hulk or a neogi is challenged at once, and attacked if they can't provide a good accounting of themselves.

Azri Voqq, Neogi: hp 16; see page 90.

Urqo Zar, Dwarf Neogi: hp 11; see page 94.

Azri's Umber Hulk: hp 73; *Monster Manual* page 248.

Bugbear Slave (2): hp 39 each; see page 103.

Human Slave (Expert 1) (5): hp 4 each.

Urqo Zar uses its spell-like abilities of *crushing despair* and *charm monster* to soften up enemy warriors, trying to make them easy prey for the umber hulk and the bugbear fighters. Azri Voqq concentrates on spellcasters, hoping to enslave a powerful wizard and thus gain great status for itself.

The human slaves don't fight unless directly threatened. As much as they'd like to be free, they're terrified of winding up on the neogi menu if they try to help out attacking heroes who end up getting killed or captured. Given a chance, some or all might simply flee as best they can.

5. MINDSPIDER WRECK (EL 8)

This vessel does not seem to have been made for the water. Its masts jut out at all angles, and its largest hatch is on its underside, where it could not be opened were the vessel riding in the water. The hatch leads into a dimly lit cargo bay about 40 feet long and 10 feet high, and you can see smaller passages leading off to various other compartments, including cramped staterooms, weapons platforms, and a command deck.

The neogi have moved most of their cargo, slaves, and personal effects from the damaged ship to the nearby caves while repairs proceed.

Neex Hist, the neogi sorcerer that leads the group, did not want to leave the ship completely unguarded. It assigned the neogi defiler Jawarkk Fel to remain on board and make sure that no one attempted any sabotage or pilfered from the ship's vault of high-value treasures. The vault is a room with an iron door (DC 30 Open Lock or DC 25 to break) in the center of the vessel. The neogi company's most valuable goods are kept here; only Neex Hist and Rixxil Kas hold keys to the door.

The treasure consists of 8,500 sp, 4,200 gp, 355 pp, twenty-two gems averaging 100 gp in value, a jeweled ring worth 700 gp, a fine platinum chain worth 2,200 gp, six *potions of cure light wounds*, a *wand of searing light* (20 charges), *boots of the winterlands*, and a +2 *holy longsword*. Each neogi owns various shares in this treasure, preferring not to risk carrying around their own individual wealth in a temporary lair like the wreck site.

Jawarkk possesses an unusual slave—a gauth (lesser beholder). Jawarkk makes sure to keep the monster enslaved, and watches it constantly for signs that it might be shaking off the neogi's influence.

Jawarkk orders its gauth to attack intruders, and then seeks an opportunity to slip through the ship's passageways and come up behind a party engaging the beholder. The defiler looks for an opportunity to sneak attack someone who has been stunned by the gauth's gaze.

Beholder, Gauth: hp 45; *Monster Manual* page 26.

Jawarkk Fel, Neogi Defiler: Neogi rogue 5; CR 6; Small aberration; HD 5d8+10 plus 5d6+10; hp 57; Init +9; Spd 30 ft., climb 20 ft.; AC 22, touch 16, flat-footed 17; Base Atk +6; Grp +2; Atk +12 melee (1d4 plus poison, bite) or +12 ranged touch (0, spit poison) or +13 ranged (1d6/19–20, masterwork light crossbow); Full Atk +12 melee (1d4 plus poison, bite) and +7/+7 melee (1d3, 2 claws), or +12 ranged touch (0, spit poison), or +13 ranged (1d6/19–20, masterwork light crossbow); SA enslave, poison, sneak attack +3d6; SQ darkvision 60 ft., evasion, neogi traits, trapfinding, trap sense +1, uncanny dodge; AL CE; SV Fort +4, Ref +10, Will +8; Str 10, Dex 21, Con 14, Int 15, Wis 16, Cha 14.

Skills and Feats: Appraise +6, Balance +11, Climb +17, Craft (poisonmaking) +7, Disable Device +12, Hide +17, Intimidate +6, Jump +11, Listen +7, Move Silently +15, Search +10, Spot +11, Tumble +13; Ability Focus (poison), Dodge, Improved Initiative, Spit Poison†, Weapon Finesse[B].

† New feat described on page 94.

Languages: Common, Undercommon, Terran, Abyssal.

Enslave (Su): Three times per day, a neogi defiler can try to enslave any one living creature within 30 feet. This ability functions similarly to a *dominate monster* spell (caster level 16th; Will DC 14). For more details, see the enslave ability description on page 91.

Poison (Ex): Injury, Fortitude DC 19 (17 when spit), initial damage 1d4 Dex, secondary damage 1d4 Wis.

Sneak Attack (Ex): Jawarkk Fel deals an extra 3d6 points of damage on any successful attack against flat-footed or flanked targets, or against a target that has been denied its Dexterity bonus for any reason. This damage also applies to ranged attacks against targets up to 30 feet away. Creatures

with concealment, creatures without discernible anatomies, and creatures immune to extra damage from critical hits are all immune to sneak attacks. The defiler can choose to deliver nonlethal damage with its sneak attack, but only when using a weapon designed for that purpose, such as a sap (blackjack).

Evasion (Ex): If Jawarkk Fel is exposed to any effect that normally allows it to attempt a Reflex saving throw for half damage, it takes no damage with a successful saving throw.

Trapfinding (Ex): Jawarkk Fel can find, disarm, or bypass traps with a DC of 20 or higher. It can use the Search skill to find, and the Disable Device skill to disarm, magic traps (DC 25 + the level of the spell used to create it). If its Disable Device result exceeds the trap's DC by 10 or more, the defiler discovers how to bypass the trap without triggering or disarming it.

Uncanny Dodge (Ex): Jawarkk Fel retains its Dexterity bonus to AC even when flat-footed or targeted by an unseen foe. It still loses its Dexterity bonus if paralyzed or otherwise immobile.

Possessions: Bracers of armor +3, masterwork light crossbow with 20 bolts, *gloves of Dexterity +2, potion of cure moderate wounds, potion of invisibility.*

The mindspider can be repaired to fly again, but its use requires a magical device known as a *lifejammer.* It slowly drains the life force of a creature strapped into it. The neogi do not share knowledge of how to operate the *lifejammer* or maneuver the vessel with any other creatures, not even to save their own lives.

6. SLAVE PEN (EL 3)

A short, steep slope leads down to a large cave lit by several dim yellow oil-lanterns. Crude sleeping pallets lie along the walls. Most are empty now. A long trestle table stands at one end of the cave, with a small, smoky cooking fire nearby. Two other passages exit the cave, but they're a good 15 feet above the floor, reachable only by a narrow and treacherous ledge that circles the pitlike floor. An armed bugbear stands here, keeping watch over a handful of other humanoids.

Reaching the floor of the pen, or the ledge from the pen floor, requires a DC 15 Climb check. Navigating the ledge to reach the east or south exits requires a DC 10 Balance check or a DC 15 Climb check. The neogi and umber hulks, all quick and skillful climbers, easily circle the pen in either direction. A ladder is kept drawn up on the ledge near the north entrance, where the guard is stationed; when he needs to get someone into or out of the pen, he lowers the ladder.

The neogi have a total of seven human slaves (two here and five in area 4), five orc slaves (two here and three in area 2), and six goblin slaves (three here and three in area 2). The slaves are supervised by five bugbear slave warriors (two in area 1, two

The wreck of the mindspider

Illus. by R. Sardinha

in area 4, and one here) that answer to the umber hulks and neogi, keeping the other slaves in line to win favor and stay out of the cookpot. The neogi intend to take only a few of the best slaves with them when they leave.

The slaves are sleeping or resting. They're kept here until the neogi have a need for them. The orcs and goblins are used as foragers and laborers, while the humans are reserved for repair work on the mindspider.

The bugbear is stationed here to prevent mischief in the slave pen, not to fight a party of armed intruders. If suddenly confronted by unescorted adventurers, he quickly retreats back to area 7 or 8 to warn the neogi there that trouble is on the way.

Bugbear Slave: hp 44; see page 103.

Human Slave (Expert 1) (2): hp 4 each.

Orc Slave (Warrior 1) (2): hp 4 each; *Monster Manual* page 203.

Goblin Slave (Warrior 1) (3): hp 3 each; *Monster Manual* page 133.

The slaves have little interest in fighting the neogi. They're certainly willing to turn on the bugbear, given the chance, after which they're interested only in getting away (although the human slaves here tell any rescuing heroes about the other slaves working on the mindspider in area 4).

7. NEOGI CAVERN (EL 8)

This large cave is dry and relatively flat and has a sandy floor. Several large iron braziers stand around the chamber, shuttered so that they give off little light but plenty of warmth. A few casks and crates scattered about seem to have been arranged into makeshift furnishings. Two of the small spiderlike creatures are here, conversing in high-pitched hissing voices, while a big umber hulk stands mutely watching.

The neogi chose this cavern for their personal quarters, since it's the most comfortable and secure of the caves. They like their environment to be dimly lit and warm, and the braziers burn with their big iron covers opened just enough to let the coals within smolder for hours.

Anyone who appears in this room without a neogi or umber hulk escort is nothing more than a prize waiting to be enslaved—or so the neogi think. The umber hulk Kothogg (area 1) belongs to the second neogi in this room.

Neogi (2): hp 21, 17; see page 90.

Umber Hulk: hp 71; *Monster Manual* page 248.

As always, the neogi keep well away from any melee combat while the umber hulk does the hard work. The cave walls offer several good perches 10 and 15 feet above the floor, and the neogi scramble up at the first sign of any threat.

Two small locked iron coffers (Open Lock DC 30) hidden along the back wall hold 350 gp, 18 pp, four *potions of cure light wounds*, a *potion of lesser restoration*, and a dozen small gemstones averaging 10 gp in value each. These belong to Rixxil Kas, who keeps them as a stash of easily accessible currency in case any opportunity for a deal comes up.

8. SORCERER'S ROOST (EL 9)

Both the passages leading up to this cave from areas 6 and 7 require DC 15 Climb checks to negotiate, due to the steep slope and lack of good footing.

The south passage descends steeply from a small, well-hidden chimney or opening high on the cliffside overlooking area 4. It also requires a DC 15 Climb check to descend.

A short, steep scramble up a sloping rift leads into another large, sand-floored cave with a high ceiling. Shuttered iron braziers or stoves smolder with warmth, but give off little light. On the south side of the chamber, the rift continues to ascend into a narrowing chimney or crevice through which the gleam of daylight shows. A collection of oddities—small creatures preserved in jars, clay vessels filled with oils and powders, and a small table cluttered with parchments and inkpots—suggests the workshop of a wizard or sorcerer. Another of the spiderlike creatures works here, scuttling around the desk on its quick feet, while an umber hulk stands watch.

It's unusual for a neogi sorcerer to lead a band of the creatures, but Neex Hist's business ventures have been as successful as its arcane experiments, and it is the wealthiest member of the crew that survived the crash. Of course, its ownership of the dwarf neogi Urqo Zar (see area 4) has brought Neex Hist prestige and wealth.

Hist does not expect any creatures other than neogi to appear in its chambers. It attacks anyone without a neogi escort at once, seeking to subdue them with its spells and its umber hulk's confusing gaze.

Neex Hist, Neogi Sorcerer 6: hp 48; see page 96.

Umber Hulk: hp 75; *Monster Manual* page 248.

Hist is not willing to fight to the death—its own, anyway. If badly injured, it flees through whichever passage offers the best chance of escape, hoping to rally help from the other neogi in area 7, or the neogi and slaves in area 4. If escape appears impossible, Hist is not above pleading for a parley to negotiate the best deal it can for its life.

Most of Neex Hist's wealth consists of its share in the mindspider's vaults and its own personal equipment. It keeps a small bit of spending money here in its retreat. Hidden beneath a small rock on the floor (Search DC 15) is a pouch containing 44 pp, 115 gp, a *potion of cure light wounds*, and a scroll of *spell immunity*. (As a sorcerer, Hist can't use the scroll, but the neogi knows its value in trade.)

Illus. by C. Lukacs

Dreadful predators of the dark, grell exist as horrible blights of the underground and of dismal swamps and forests. They entertain few schemes of world domination or the enslavement of other races. Instead, they are primarily interested in colonizing as many worlds as possible, and once ensconced in any particular world, enjoying to the fullest the delicacies it offers. They are the eaters.

Grell are not native to the natural world. They arose in some distant and horrible sphere in an alternate Material Plane. Driven to explore the multiverse in search of prey to sate their unending hunger, grell long ago embarked on migrations through world-spanning *gates* and across the dim wastes of the Plane of Shadow to colonize as many new worlds as possible. They are a fairly recent arrival in the world of humanoids, having crossed over from the Plane of Shadow after a long search for new worlds to infest.

Compared to creatures such as mind flayers or aboleths, grell are insular and reclusive. A nest of grell is a purely local problem; the monsters gladly dine on any living creatures they can catch, but they make no effort to infiltrate nearby humanoid societies, enslave people, or influence community affairs. Humanoids are meat animals, and their dealings with each other are of no interest to the grell. The threat grell pose to human society is incidental, not deliberate. Grell are unlikely to conceive of schemes to bring a steady supply of humanoids into their tentacles; instead, they're more likely to "follow the herd" and relocate their hunting grounds to places where humanoids congregate. That said, a powerful grell colony represents a spreading blight or plague of predation that can eventually depopulate an entire region if not dealt with.

GRELL

These horrible, misshapen creatures resemble giant floating brains with tentacles. They detest sunlight (although it causes them no harm) and inhabit dungeons, underground passages, remote caves, and other places where light never reaches. Humanoids of all kinds are their favorite prey.

Grell are most often found in a feral state, existing as solitary hunters underground. However, they have been known to gather into large colonies or nests. Grell that belong to nests have access to strange magical powers and weapons that feral grell do not normally use. Fearsome grell philosophers, beings that study alien science and deadly sorcery, govern grell colonies.

Grell speak their own language, composed in part of invisible and inaudible electrical manipulation that very few other creatures can perceive. They understand Undercommon but do not speak it.

GRELL

Medium Aberration
Hit Dice: 5d8+10 (32 hp)
Initiative: +2
Speed: 5 ft., fly 30 ft. (6 squares) (perfect)
Armor Class: 16 (+2 Dex, +4 natural), touch 12, flat-footed 14
Base Attack/Grapple: +3/+14
Attack: Tentacle +5 melee (1d4+1 plus paralyzation) or *lightning lance* +5 ranged touch (3d6 electricity)
Full Attack: 10 tentacles +5 melee (1d4+1 plus paralyzation) and bite +0 melee (1d6) or *lightning lance* +5 ranged touch (3d6 electricity)
Space/Reach: 5 ft./5 ft. (10 ft. with tentacle)
Special Attacks: Constrict 1d6+1, expert grappler, improved grab, paralysis
Special Qualities: Blindsight 60 ft., flight, immunity to electricity, immunity to paralyzation, sightless
Saves: Fort +3, Ref +3, Will +4
Abilities: Str 12, Dex 15, Con 14, Int 10, Wis 11, Cha 9
Skills: Hide +8, Listen +4, Move Silently +8, Spot +4
Feats: Flyby Attack, Weapon Finesse
Environment: Underground
Organization: Solitary, pair, or pack (3–7); or patrol (3–6 plus philosopher); or colony (20–40 grell plus 3–5 philosophers plus patriarch)
Challenge Rating: 3
Treasure: Standard (plus *lightning lance*)
Alignment: Usually neutral evil
Advancement: 6–10 HD (Medium); 11–15 HD (Large); or by class
Level Adjustment: +6

GRELL PHILOSOPHER

4th-level Grell Wizard
Medium Aberration
Hit Dice: 5d8+10 plus 4d4+8 (50 hp)
Initiative: +5
Speed: 5 ft., fly 30 ft. (6 squares) (perfect)
Armor Class: 15 (+1 Dex, +4 natural), touch 11, flat-footed 14
Base Attack/Grapple: +5/+17
Attack: Tentacle +7 melee (1d4+2 plus paralyzation) or *lightning lance* +6 ranged touch (3d6 electricity)
Full Attack: 10 tentacles +7 melee (1d4+2 plus paralyzation) and bite +2 melee (1d6+1) or lightning lance +6 ranged touch (3d6 electricity)
Space/Reach: 5 ft./5 ft. (10 ft. with tentacle)
Special Attacks: Constrict 1d6+2, expert grappler, improved grab, paralysis, spells
Special Qualities: Blindsight 60 ft., flight, immunity to electricity, immunity to paralyzation, sightless
Saves: Fort +4, Ref +3, Will +9
Abilities: Str 14, Dex 12, Con 14, Int 16, Wis 13, Cha 12
Skills: Concentration +11 (+15 casting defensively), Hide +11, Knowledge (arcana) +6, Knowledge (dungeoneering) +6, Knowledge (nature) +6, Listen +9, Move Silently +11, Spot +9
Feats: Combat Casting, Flyby Attack, Grell Alchemy†, Improved Initiative, Scribe Scroll[B]
† New feat described on page 114.
Environment: Underground
Organization: Patrol (3–6 grell plus 1 philosopher) or colony (20–40 grell plus 3–5 philosophers plus patriarch)
Challenge Rating: 5
Treasure: Standard (plus *lightning lance*)
Alignment: Usually neutral evil
Advancement: By class
Level Adjustment: +6

This creature has a large, bulbous body composed of wrinkled, light gray flesh that seems to float in the air of its own volition. Ten long, spiny tentacles hang from the bottom of its body, twisting in the air like ropes. It has a sharp beak in the front of its body, but no other visible facial features.

A grell prefers to wait in ambush for potential prey. When a suitable target passes, the monster attempts to paralyze it with its tentacles, then escape to its lair with its helpless prey. Grell are cunning enough to avoid direct confrontations with large groups, since they are aware of the dangers that foes capable of teamwork can present.

A grell occasionally shadows a group that is too large to attack directly, following along inconspicuously and using its Hide skill to stay out of sight. When a member of the target group lags behind, or the group is distracted by some other hazard, the grell attacks a straggler and tries to drag its meal away unnoticed. Grell also sometimes lurk near dangerous areas, such as pit traps, quicksand, or the lairs of other monsters, hoping to prey upon trapped, helpless, or wounded creatures.

A typical grell has a body about 3 feet in diameter and weighs about 200 pounds. Its tentacles are about 8 feet long.

COMBAT

In melee combat, a grell can attack as many foes as it can reach, using as many of its tentacles as it wishes against any single opponent. It uses its bite only against paralyzed prey or as a last resort.

An opponent can attack a grell's tentacles with a sunder attempt as if they were weapons. A grell's tentacles have 5 hit points each. If a grell is currently grappling a target with the tentacle that is being attacked, it uses another limb to make its attack of opportunity against the opponent making the sunder attempt. Severing one of a grell's tentacles deals 2 points of damage to the creature. The creature regrows severed tentacles in 1d6 days.

Grell that belong to a nest or colony might be armed with *lightning lances* (see page 115). Feral grell do not make or use any weapons, relying on their own natural armament.

Constrict (Ex): On a successful grapple check, a grell deals 1d6+1 points of damage.

Expert Grappler (Ex): A grell that chooses to grapple with one tentacle and remain ungrappled itself takes a –10 penalty

on its grapple checks instead of the normal –20 penalty (see Improved Grab, page 310 of the *Monster Manual*, for details).

Grell other than hatchlings have a +10 racial bonus on grapple checks. (Paralyzed foes automatically lose grapple checks.)

Improved Grab (Ex): To use this ability, a grell must hit an opponent of its size or smaller with a tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Paralysis (Ex): A grell's tentacles are lined with small spiny barbs, much like a squid's. Any creature hit by a grell's tentacle must make a DC 10 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a –4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hit in the same round. For example, a creature hit by four of a grell's tentacle attacks must succeed on a single DC 13 Fortitude save to avoid paralysis, instead of four DC 10 saving throws.

Blindsight (Ex): A grell is blind, but it maneuvers and fights as well as a sighted creature by using scent and vibration to ascertain its surroundings. This ability enables it to discern objects and creatures within 60 feet. The grell does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Flight (Ex): A grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 30 feet (perfect maneuverability). This buoyancy also grants the grell a permanent *feather fall* effect with personal range.

Sightless (Ex): A grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

Skills: A grell gains a +2 racial bonus on Hide and Move Silently checks.

GRELL PHILOSOPHER

A grell philosopher is an exceptionally intelligent and ruthless member of the race, a malicious and dominating creature that tolerates no threats to its native colony. The philosophers of a colony decide matters through consensus and debate with each other, and create alien devices and weaponry (such as the *lightning lance*) for their followers' use. The most powerful philosophers are known as patriarchs. A typical patriarch is a Large grell with 11 Hit Dice and 9 levels of wizard.

Grell philosophers share the special qualities and abilities of the standard grell, but are armed with formidable wizard spells in addition to their special abilities. They like to use spells such as *invisibility* and *obscuring mist* against sighted creatures, turning their blindsight into a deadly tactical advantage.

Spells: A grell philosopher is a 4th-level wizard with 16 Intelligence.

Typical Wizard Spells Prepared (caster level 4th): 0—*daze* (DC 13), *detect magic, mage hand, touch of fatigue* (+7 melee touch, DC 13); 1st—*charm person* (DC 14), *mage armor, obscuring mist, ray of enfeeblement* (+6 ranged touch); 2nd—*invisibility, protection from arrows, summon monster II*.

GRELL ANATOMY

Grell are the product of some dark and distant creation. They arose in a parallel world or alternate plane where the laws of nature are very different from those of humanoid worlds.

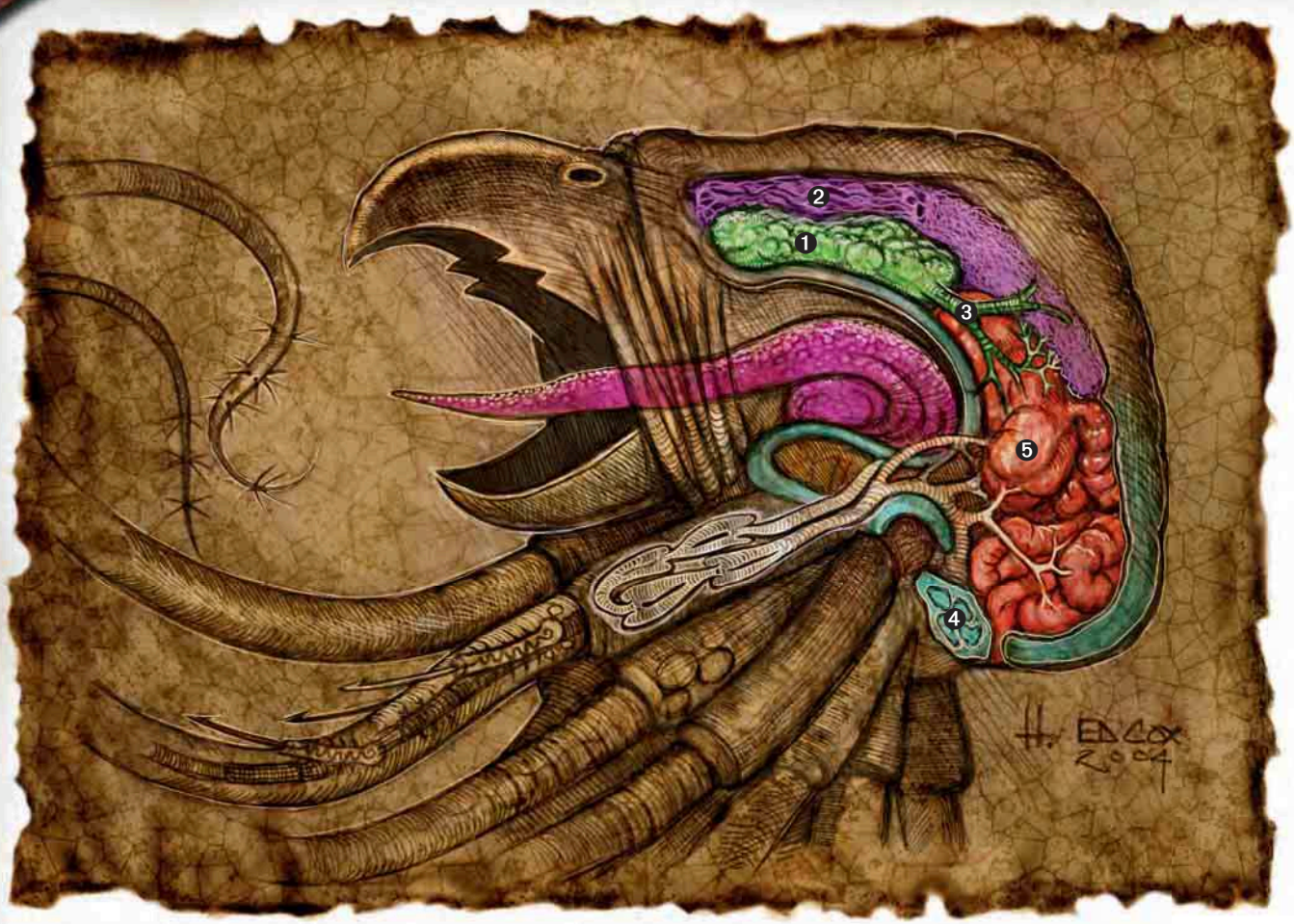
While adventurers might mistake a grell's wrinkled, gray hide for naked brain tissue, the monster is not in fact a disembodied brain. Its skin is damp and gleams wetly in poor light, but its epidermis is quite tough and leathery, measuring several inches thick on its upper body. The coloration varies from a pale pink-gray to a faint purple-pink hue. Older grell are darker in color than younger grell.

A grell's ten tentacles are rubbery and strong. Each is comprised of hundreds of ring-shaped muscles sheathed in a tough, almost fibrous, hide that is much thinner than the epidermis of the main body. Sharp, bony barbs or needles stud each tentacle every 2 to 3 inches, almost to its very tip. These hollow barbs inject the grell's paralytic venom into its victims. The grell can partially retract its barbs into its tentacles to handle or manipulate objects it doesn't want to pierce or tear. Each tentacle is 5 to 8 feet long, although larger grell have longer tentacles.

A grell's beak is made of the same bony substance as its tentacle barbs. It is more similar to the calcified shells secreted by some mollusks than it is to true bone, having neither blood vessels nor marrow. Grell have no "bones" other than their beaks and their barbs. Their bodies are supported by a flexible, soft cagework of cartilage beneath the thick epidermis. Although they don't like to do so, grell can easily squeeze through surprisingly small openings, compressing their bodies to about half their height or width with little trouble.

The inner arrangement of a grell is quite unusual. The creature's brain (labeled 1 on the diagram on the next page) is a rumpled membrane or sheet that looks like a crumpled piece of paper. It is located above the beak, near the front of the creature's body. Above the brain, at the top of the anterior portion of the body, lies a tangled mass of ganglia (2) that serves as the center of the grell's electroreceptive sense. Its lungs (3) are behind the brain, near the top center of the monster. A grell has no heart, but instead has ten powerful vascular chambers (4) located in the body, near the base of each tentacle. Constricting and relaxing in concert, these vascular chambers serve to circulate its green, copper-based blood. The stomach (5) is near the center of its mass, and its digestive tract fills the posterior third of its body.

Grell do not need to eat often. They favor large meals, with long intervals in between. An adult grell can easily devour a 150-pound human in a sitting, but afterward might not need to eat for up to three months. If food is plentiful or the opportunity presents itself, a grell does not hesitate to eat even if it is not particularly hungry. A grell has to be very full indeed to turn down a meal.



Illus. by E. Cox

The grell revealed (numbers keyed to text references)

GRELL SENSES

Grell do not have eyes and are completely sightless. They have keen hearing (the entire epidermis serves as a single ear), and they possess a mysterious sense best described as electroreception. A grell senses the faint electrical auras of living creatures and inanimate objects in its immediate vicinity. While this ability is relatively short-ranged (60 feet), it is quite discriminating. A grell can easily distinguish between two humans of different sizes, a living human and a dead human, or boulders composed of different types of stone by means of its electroreception. A grell has some difficulty in distinguishing between two humans of similar size unless they speak—its keen hearing allows it to identify individuals by their voices.

Taken together, grell hearing and electrical sense give the creature blindsight out to 60 feet. Even in areas of magical silence, grell electroreception keeps the creature from being truly blinded by its lack of eyes.

BLINDING A GRELL

How can you blind something that doesn't have eyes? It's difficult, but it can be done. A grell does not lose its blindsight until both its hearing and its electrical sense are impaired. Hearing can easily be damaged by means of spells or effects that create deafness or silence. The electrical sense is harder to obscure. Powerful discharges of electricity can do it, even though grell are normally immune to electricity. If a grell would have taken 20 points or more of electricity damage, the monster must make a DC 15 Fortitude save or lose its electrical sense for 1d4 rounds. If it would have taken 40 points or more, the save DC is 20, and electroreception is lost for 2d4 rounds.

REPRODUCTION

All grell begin life with no gender, but they can choose to become males after they reach adulthood. Only about one in five grell actually does so. Male grell mate about once every ten years, choosing a nonmale that then develops female characteristics. The pair lay several dozen eggs in a safe and well-hidden cavern, and then have nothing more to do with each other or their offspring. The female then reverts to its gender-neutral status, but the male retains its gender. Older and more powerful grell are more likely to become males, so grell leaders are referred to as patriarchs. In any event, grell give gender and reproduction much less attention than humanoids do.

DEVELOPMENT AND AGING

When young grell hatch, they are only about the size of a small mug or a goblet (1 Hit Die, size Tiny), and they are not sentient.

They exist for years as verminlike hunters, feeding on small rodents, insects, and reptiles. By the time they reach five years in age, they are about half the size of an adult (2 Hit Dice, size Small) and have gained self-awareness. Young grell spawned near colonies normally begin to join their fellows around this age, and reach their full growth at about ten years of age.

Grell grow throughout their lifetimes, and the oldest grell are significantly larger and more powerful than younger ones. It is risky for civilized grell to grow too large; the patriarch of a grell colony destroys and consumes any potential rivals long before they become powerful enough to challenge it. Grell that anticipate this danger abandon the colony to continue their existence as feral grell, growing larger and stronger far from the suspicions of a patriarch. Only when the exile feels that it is strong enough to mount a challenge to the patriarch does it return.

Grell live about two hundred years in good health. At the end of their lives, they undergo a fairly rapid degeneration, failing quickly in five to ten years after reaching their maximum growth. Older grell ossify as their body tissues become dead and rigid. Finally, they lose the ability to feed themselves and digest their meals. Few grell reach the age of two hundred thirty.

Grell Hatchling: CR 1/3; Tiny aberration; HD 1d8–1; hp 3; Init +2; Spd 5 ft., fly 20 ft. (perfect); AC 15, touch 14, flat-footed 13; Base Atk +0; Grp –12; Atk or Full Atk +4 melee (1 plus paralyzation, tentacle); SA paralysis; SQ blindsight 60 ft., flight, immunity to electricity, immunity to paralyzation, sightless; AL N; SV Fort –1, Ref +2, Will +2; Str 2, Dex 15, Con 8, Int 2, Wis 11, Cha 7.

Skills and Feats: Hide +14, Listen +2, Move Silently +4; Weapon Finesse.

Language: none.

Paralysis (Ex): Any creature hit by a grell hatchling's tentacle must make a DC 5 Fortitude save or be paralyzed for 1d4 rounds.

Sightless (Ex): A grell hatchling is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

Grell Juvenile: CR 2; Small aberration; HD 2d8; hp 9; Init +2; Spd 5 ft., fly 30 ft. (perfect); AC 15, touch 13, flat-footed 13; Base Atk +1; Grp +6; Atk +4 melee (1d3–1 plus paralyzation, tentacle); Full Atk +4 melee (1d3–1 plus paralyzation, 10 tentacles); SA constrict, improved grab, paralysis; SQ blindsight 60 ft., flight, immunity to electricity, immunity to paralyzation, sightless; AL NE; SV Fort +0, Ref +2, Will +3; Str 8, Dex 15, Con 10, Int 8, Wis 11, Cha 9.

Skills and Feats: Hide +14, Listen +2, Move Silently +4; Weapon Finesse.

Language: Grell.

Constrict (Ex): On a successful grapple check, a juvenile grell deals 1d4–1 points of damage.

Improved Grab (Ex): To use this ability, a grell must hit an opponent of its size or smaller with a tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Paralysis (Ex): Any creature hit by a juvenile grell's tentacle must make a DC 7 Fortitude save or be paralyzed for 1d4+1 rounds. Each additional tentacle that hits the same creature that round increases the save DC by 1.

Sightless (Ex): A juvenile grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

GRELL VARIANTS

Unlike beholders or mind flayers, grell show little physical differentiation. A grell patriarch is little more than a grell philosopher of great age and unusual physical power, while a grell philosopher is simply an intelligent but otherwise normal grell with an aptitude for magic.

GRELL SOCIETY

Grell lack the diversity of form and capability demonstrated by some other aberration races. While they vary in size and magical power, they all belong to the same species. The most significant division in the race is cultural rather than physical: Is the grell in question a feral grell or a civilized grell?

Feral grell are fearsome predators in the dark, lightless places of the world. They tend to be solitary ambushers that hunt a broad swath of territory, preying upon any creature they can. They are cruel and murderous, and delight in taking sentient creatures for their prey. Feral grell sometimes gather into small packs in places where the hunting is good. A pack of feral grell is far more dangerous than a similarly sized group of predatory beasts or animals, since grell are intelligent enough to plan sophisticated ambushes and coordinate their attacks. Even large and well-armed parties of adventurers can be rendered helpless in the space of a round or two by the swift, silent assault of a grell pack, and any party overcome in such an attack meets a very bad end indeed.

Despite the name given to them by sages who study these monsters, feral grell are far more than wild beasts. They are as intelligent as their civilized cousins; in fact, an individual grell can easily adjust to its circumstances by joining or abandoning colonies several times in the course of its life, living as a solitary hunter for a time before returning to the companionship of others of its kind. Feral grell rarely have access to the weapons and magic with which philosophers arm the members of grell colonies.

Civilized grell gather in colonies or nests of several dozen individuals. They retain more of the alien science and knowledge of wizardry their ancestors commanded. Civilized grell organize loosely into three castes: soldiers, philosophers, and patriarchs. The grell themselves make little distinction between individuals—soldiers defer to philosophers because magical ability brings higher status in the colony. Only patriarchs hold any real preeminence, and even then, grell colonies are ruled by a cold, pragmatic consensus of all adults, regardless of caste.

The chief activities of a grell colony are collecting food, studying the secrets of alchemy, and preparing for expansion into new lands (or even worlds). Grell do not engage in commerce, trade, manufacture, or leisure, nor do they have much interest in trafficking with neighboring cultures. Grell relish the hunt and the kill, and therefore have no specialized groups of food collectors or foragers. Each grell in a colony must obtain its own food or starve. Only a patriarch has the right to demand prey from another grell, and even then, patriarchs choose to hunt at every opportunity.

Grell are not builders. They create buildings and artifacts (such as their *lightning lances*) only when necessary, and grell outposts consist of little more than a web of unimproved caverns in which things of interest or value simply lie on the floor until needed. When grell do find reason to build walls, structures, or furnishings, they craft them from grell crystal, an alchemical mortar or plaster that can be used to make light, strong walls of translucent gray crystal.

Since grell colonies don't raise food or build things, they have little use for humanoid slaves. They sometimes maintain "herds" of livestock (which might or might not include humanoids) for eventual consumption. While grell would prefer to stalk their meals in the wild, they recognize that keeping a convenient and dependable food supply close at hand allows grell with important duties to spend less time hunting and more time serving the interests of the colony. To be trapped in a grell larder is a terrible fate. The monsters provide water and food (in the form of edible fungus or mosses) to their "livestock," but otherwise give no care or supervision to their captives. Consequently, prisoners fight desperate and horrible battles with one another to make sure that someone else winds up as the next meal taken from the pen.

Sometimes, grell allow useful captives to live for a time as choosers of the eaten. A captive willing to help grell lure more prey into their grasp—or who shows that he can keep good order in the pens though personal strength, cruelty, or cunning—can survive for quite a long time by keeping his hungry masters well fed. No chooser is regarded as anything other than a meat animal itself, of course, but at least the chooser of the eaten is likely to be the last captive devoured.

LANGUAGE

Most grell speak only their own language. Grell philosophers know several additional languages, typically Common, Draconic, and Undercommon. They study the languages of races or cultures that live near their chosen hunting grounds.

Grell is hardly recognizable as a language. It consists of a collection of buzzing rasps, clicks, and whistles, augmented by distinctive manipulations of each grell's own electrical aura. Roughly half the meaning of the language is carried by the electrical signals, which are inaudible and invisible to any creature lacking the electroreception sense of the grell. Grell speaking to each other in their own language must be within 60 feet of one another to carry on complex conversations.

Because the language consists of both an audible and an electrical component, grell can choose to speak in audible-only or electrical-only modes. Much subtlety and detail is lost, but simple communications—such as hunting signals, alarms, or calls for help—can easily be transmitted in only one medium. Grell speaking to other grell more than 60 feet away resort to audible-only speech, which allows their clicks and buzzes to carry for hundreds of feet in good conditions. Grell within 60 feet of each other can communicate in absolute silence by choosing electrical-only speech. This is obviously quite useful in signaling ambushes or coordinating a sudden attack.

RELIGION

Grell regard no creature or being as truly divine. Gods are simply entities of great personal power. They merit respect and caution, but the notion of adulation or worship is foreign to the grell mindset. Grell do not look forward to any kind of afterlife, and they view death as the inevitable cessation of existence

Grell philosopher

Grell

Illus. by R. Spencer

(although a few rare grell philosophers explore the possibility of undeath, as their talents and opportunities permit).

While grell do not give any being their worship, they do hold a certain admiration for the greatest of the eaters, creatures whose dark hunger and destructive tendencies could encompass entire worlds given a chance. Deities such as Tharizdun or the Patient One are thus worthy of grell respect, and deserve to be honored (or placated) from time to time. The exact nature of this admiration varies from colony to colony, depending on what each grell patriarch regards as suitable. Some patriarchs direct their minions to offer sacrifices after a successful hunt, others offer sacrifices during difficult times, and still others never offer any sort of veneration at all, concluding that the great eaters take what they want when they choose to do so.

Rarely, a grell philosopher turns to these dark and hungry powers, becoming a cleric of Tharizdun or the Patient One. A grell priest is an unusual creature, and chooses to follow its path not out of any desire to venerate a divine being, but instead to gain the power it needs to ascend to patriarchy. Grell priests regard their relationship with their patron deity as a simple bargain; they gain access to a source of magic most of their fellows cannot reach in exchange for offerings and sacrifices.

Information about Tharizdun and the Patient One is presented in Chapter 9: The Aberration Hunter.

LEADERS

Grell respect strength and offer little deference to social superiors unless those superiors are stronger, more clever, and more powerful. Rather surprisingly, grell govern themselves through consensus and debate. Unlike many other evil races, which debase and disenfranchise weaker specimens, grell view each member of their race as a colleague and an example of a superior being. They are perfectly willing to assassinate rivals or plot against a superior, but they do not seek to deny any grell the opportunity to advance as far as its talents and cunning can take it.

While grell are inclined to be egalitarian, it is certainly true that some grell are more equal than others. Grell respect magical ability and physical strength, so individuals with more Hit Dice, or philosophers with superior intelligence and spellcasting ability, carry more weight in the debates and arguments by which the colony governs itself. It's not unusual for colonies to split into factions or cliques, each adhering to the influential arguments of a particular philosopher or strong elder grell.

Even a patriarch is not guaranteed unanimous support from its lesser fellows. A patriarch leads only as long as the colony agrees that the creature is still fit to do so. If the colony's judgment turns against a patriarch, it is killed or driven into exile.

Grell Patriarch: Grell wizard 7; CR 10; Large aberration; HD 12d8+48 plus 7d4+28; hp 147; Init +6; Spd 5 ft., fly 30 ft. (perfect); AC 24, touch 13, flat-footed 22; Base Atk +12; Grp +30; Atk +16 melee (1d6+4 plus paralyzation, tentacle) or +13 ranged touch (5d6 electricity, *greater lightning lance*); Full Atk +16 melee (1d6+4 plus paralyzation, 10 tentacles) and +10 melee (1d8+2, bite), or +13 ranged touch (5d6 electricity, *greater lightning lance*); SA constrict, expert grappler, improved grab, paralysis, spells; SQ blindsight 60 ft., flight, immunity to electricity, immunity to paralyzation, sightless; AL NE; SV Fort +10, Ref +8, Will +14; Str 18, Dex 14, Con 18, Int 18, Wis 13, Cha 12.

Skills and Feats: Concentration +16 (+20 casting defensively), Hide +15, Knowledge (arcana) +10, Knowledge (dungeoneering) +10, Knowledge (nature) +10, Listen +16, Move Silently +19, Search +6, Sense Motive +4, Spellcraft +15, Spot +11, Survival +1 (+3 underground); Brew Potion[B], Combat Casting, Combat Reflexes, Flyby Attack, Grell Alchemy†, Improved Initiative, Improved Natural Armor, Scribe Scroll[B], Weapon Focus (tentacle).

† New feat described on page 114.

Languages: Grell, Undercommon, Common, Draconic, Elven.

Constrict (Ex): On a successful grapple check, a grell patriarch deals 1d8+4 points of damage.

Expert Grappler (Ex): A grell that chooses to grapple with one tentacle and remain ungrappled itself takes a –10 penalty on its grapple checks instead of the normal –20 penalty (see Improved Grab, page 310 of the *Monster Manual*, for details).

Grell patriarchs have a +10 racial bonus on grapple checks. (Paralyzed foes automatically lose grapple checks.)

Improved Grab (Ex): To use this ability, a grell must hit an opponent of its size or smaller with a tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Paralysis (Ex): Any creature hit by a grell patriarch's tentacle must make a DC 16 Fortitude save or be paralyzed for 2d4 rounds. Each additional tentacle that hits the same creature that round increases the save DC by 1.

Sightless (Ex): A grell patriarch is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

Wizard Spells Prepared (caster level 7th): 0—*detect magic, mage hand, ray of frost* (+13 ranged touch), *read magic;* 1st—*charm person* (DC 15), *grease* (DC 15), *mage armor*, obscuring mist, ray of enfeeblement* (+13 ranged touch); 2nd—*invisibility, protection from arrows, touch of idiocy* (+15 melee touch), *web* (DC 16); 3rd—*dispel magic, protection from energy, slow* (DC 17); 4th—*greater invisibility, summon monster IV.*

*Already cast.

Spellbook: as above plus: 0—*acid splash, daze, flare, resistance;* 1st—*color spray, detect secret doors, magic missile, protection from good;* 2nd—*blur, daze monster, scorching ray, summon monster II;* 3rd—*blink, hold person, lightning bolt, nondetection, summon monster III;* 4th—*confusion, polymorph, solid fog.*

Possessions: Brooch of shielding, ring of protection +2, greater lightning lance.

RELATIONS WITH OTHER RACES

To a grell, all other beings ultimately fall into one of three categories: the eaten (a very broad group indeed, including humanoids, animals, and other creatures), the inedible (those rare creatures whose physiology or nature makes them physically inedible to grell, and thus of little interest), and the great eaters (those even rarer creatures that might prey upon grell).

Grell have absolutely no compunction about attacking and devouring creatures that belong to the eaten category. Any conversation or negotiation with such creatures is completely at a grell's convenience, and can be interrupted by an attack at any moment. Grell are certainly intelligent enough to recognize that just because they can eat a creature doesn't mean that it is always wise or useful to do so. An evil human wizard who supplies a grell with items of value—other humanoids as meals, treasure, or interesting magical lore, for instance—is something of a golden goose, not to be eaten on a passing whim. The difficulty a humanoid faces in establishing such an arrangement with grell lies in finding a way to demonstrate his or her talents in the first meeting with the eaters. In the end, even the most useful ally is still a meat animal, to be devoured as soon as he becomes more useful as a meal than as a minion.

Grell take little notice of creatures belonging to the inedible category except in unusual circumstances. There is certainly little point in fighting such creatures, so given the choice, grell are inclined to leave things such as intelligent constructs, plants, or undead alone, and they expect the same in return. From time to time, an especially innovative patriarch might strike a deal with an inedible neighbor, such as a lich. Of all other beings, the inedible are the most likely to be treated equally and fairly by the grell, simply because the grell have nothing to gain from them.

Grell have a more complex relationship with beings that are considered great eaters. Their entire philosophy supports the conceit that anything powerful enough to devour another creature is entitled to do so: Might makes right. On the other hand, grell loathe the idea of being reduced to the status of someone else's eaten, and therefore go to great lengths to devour before they are devoured. Subterranean monsters such as aboleths, beholders, and mind flayers are therefore admired for their power and prowess, but detested at the same time. Grell sometimes accept a wary truce with such neighbors, especially when a grell advantage in numbers balances out the power of the other species, but if there is a real disparity in strength, the grell either attempt to annihilate their rivals or relocate their colony.

GRELL MAGIC

Grell sometimes undertake the study of arcane magic, becoming formidable wizards and earning the title of philosopher. However, arcane lore comprises only a portion of their supernatural powers. Learned grell are the masters of a sinister alien lore best described as grell alchemy.

Grell alchemy combines the manipulation of arcane magic with knowledge of natural science, chemistry, and—most important—the physical laws and properties of the alien space in which the grell originated. Obviously, not all of these properties can be easily replicated or manipulated in the natural world, but grell philosophers labor long and diligently to find ways to apply their knowledge of an alien sphere's magical and physical laws to their study of arcane matters in the human world. Few human scholars can begin to make heads or tails of grell spellcasting and item creation, simply because they have no knowledge of the alien properties embodied in grell arcane lore.

The study of grell alchemy is represented by the Grell Alchemy feat, described below.

GRELL ALCHEMY [ITEM CREATION]

A creature that has this feat has studied the alien and disturbing arcane lore of the grell, and understands the magical and physical laws by which their spells and devices function.

Prerequisites: Int 13, Knowledge (dungeoneering) 3 ranks, caster level 1st.

Benefit: A creature with this feat can create grellcraft items, including *lightning lances*. Its spells are partially based on obscure physical laws, as opposed to magic alone, and therefore gain a +2 bonus on spell penetration checks. They are also more difficult to identify or dispel. Spellcraft checks made to identify the spells and caster level checks made to dispel the spells are made with a –2 penalty unless the identifier also knows this feat.

GRELL ITEMS

In addition to the *lightning lance*, grell philosophers and crafters manufacture several other unique items, all described below.

Due to their unusual anatomy, grell use magic items differently than humanoids do. A grell can wear:

- Two amulets, brooches, medallions, necklaces, periapts, or scarabs embedded in the thick hide of its body.
- Two pairs of bracers or bracelets on the thick upper portions of two tentacles.
- Up to four rings on the slender tips of four additional tentacles.

Grell cannot wear headbands, hats, helmets, phylacteries, lenses, goggles, vests, vestments, shirts, robes, suits of armor (although a specially made suit of grell barding is at least conceivable), belts, cloaks, capes, mantles, gloves, gauntlets, boots, or shoes. Grell philosophers design unique items that use the ring or amulet slots.

Grell Crystal

A dingy, translucent, dishwater gray in color, grell crystal is a common building material in grell lairs. It is used to fashion light walls, shelves, partitions, and utensils.

In its unset form, grell crystal is a dry powder made of small, silver-gray crystals that look like rough, dirty salt. When dropped in water, the crystals expand and harden into flat sheets. One pound of crystal powder and 5 gallons of water

create a 25-square-foot sheet that is 1 inch thick and weighs 50 pounds. It takes about 1 hour for the sheet to grow to full size. While it is growing, it can be pruned or shaped into specific forms with a little careful manipulation. Grell that work with crystal take ranks in Craft (crystalwork) to make items.

When set, grell crystal has hardness 7, 20 hit points per inch of thickness, a break DC of 20, and a Climb DC of 25. Grell layer the crystal several inches thick when particularly strong structures are needed.

Grell Alchemy and Craft (alchemy); Craft DC 20; Price 10 gp; Weight 1 lb (unset).

Lightning Lance

Grell living in colonies or nests defend their homes with *lightning lances*, silver tubelike devices about 3 feet in length. These weapons deal 3d6 points of electricity damage (no save) to a single enemy within 60 feet with a successful ranged touch attack. A *lightning lance* usually functions only in the grasp of a grell, although a DC 25 Use Magic Device check allows a character of a different race to employ the weapon. A *lightning lance* has 5 charges. Spent charges are renewed each day, so a wielder can expend up to 5 charges in any 24-hour period.

Faint evocation; CL 3rd; Grell Alchemy, *shocking grasp*; Price 3,800 gp.

Greater Lightning Lance

A larger and more powerful version of the *lightning lance*, a *greater lightning lance* is found in the tentacles of the philosophers and patriarchs. It resembles a slender silver tube 5 feet long. This weapon deals 5d6 points of electricity damage (no save) to a single enemy with a successful ranged touch attack (range 60 feet). If this touch attack hits, the electricity bolt then arcs to a second target of the user's choice within 30 feet of the primary target, dealing 5d6 points of damage (no save) to the secondary target with a second successful ranged touch attack.

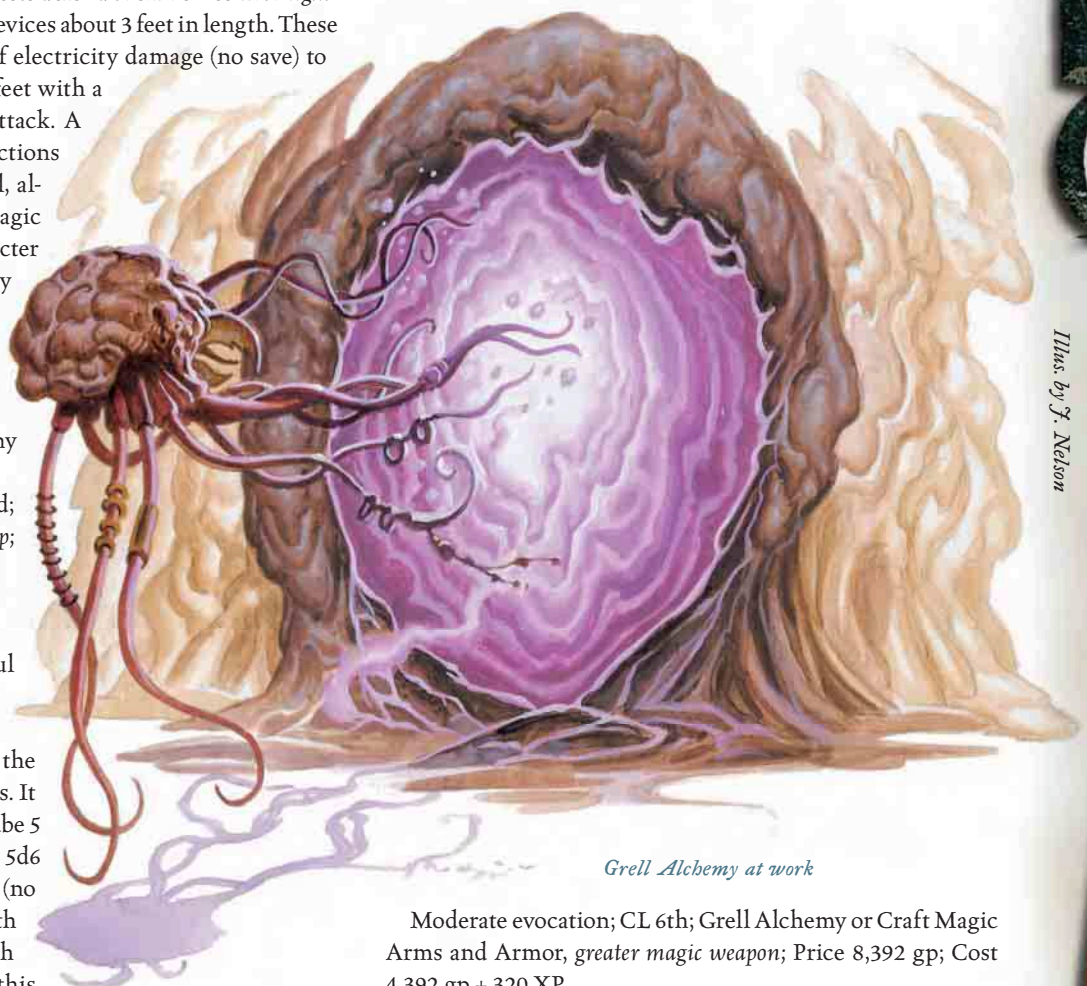
A *greater lightning lance* usually functions only in the grasp of a grell, although a DC 25 Use Magic Device check allows a character of a different race to employ the weapon. A *greater lightning lance* has 7 charges. Spent charges are renewed each day, so a wielder can expend up to 7 charges in any 24-hour period.

Faint evocation; CL 5th; Grell Alchemy, *shocking grasp*; Price 18,000 gp.

Silverspear

This device is simply a +2 *silvered shortspear* designed to be worn over the end of one of a grell's tentacles. The *silverspear* then replaces that tentacle's attack. A normal adult grell's tentacle attack improves as follows: +7 melee (1d6+2/ 3). A grell wielding a *silverspear* gains an additional 5 feet of reach with that tentacle (15 feet for a typical adult grell). Tiny channels in the weapon's interior convey the grell's paralytic poison to the weapon's head, so any creature struck by the *silverspear* is subject to paralysis just as if it had been struck by the grell's tentacle.

Any creature other than a grell can use the weapon as a +2 *silvered shortspear*, but cannot paralyze with it.



Grell Alchemy at work

Illus. by J. Nelson

Moderate evocation; CL 6th; Grell Alchemy or Craft Magic Arms and Armor, *greater magic weapon*; Price 8,392 gp; Cost 4,392 gp + 320 XP.

SANGKON BHET

Beneath the jungle-covered ruins of an ancient human temple lies a small outpost of grell that have taken to hunting the nearby area by night. Sangkon Bhet is a fairly typical example of a small grell outpost; the monsters occupy convenient ruins or caverns for a time as they search out new places to move a colony that has overhunted its previous locale.

The ruins of Sangkon Bhet lie in a sweltering jungle, a few miles from populous plains that surround a port in the

southern seas. The temple above consists of little more than jumbled piles of stone, overgrown with thick creepers and split by towering trees that have grown up through the old plazas and buildings above. Centuries ago, Sangkon Bhet was dedicated to the worship of a fearsome and evil deity of darkness, but it has been abandoned for many years now. The grell occupied the site because its caves and underground burrows served as suitable shelter from the hated sunlight.

The caves and chambers within the grell outpost conform to the standard dungeon features described in the *Dungeon Master's Guide*, with a few notable exceptions.

Most of the cavern areas are wet and dank, covered with slippery moss and fungus. Add +5 to the DC of Balance, Climb, or Tumble checks made in the outpost.

Streams and pools in the caverns are still and shallow (only about 1 to 2 feet deep). Characters must pay 2 squares of movement and make DC 5 Balance checks to enter a stream or pool square. A failure by 4 or less means that the character stops moving for the round; a failure by 5 or more means that the character falls prone in the square.

Rough terrain in the cavern consists of jumbled rocks, boulders, and cave formations. Characters entering rough terrain must pay 2 squares of movement to move 1 square. Since grell fly, they naturally take no penalties for moving over streams, pools, or rough areas.

Grell Crystal Doors: Doors made of grell crystal are located in several areas. These have hardness 7, 20 hit points, and a break DC of 20. They are simply shutters or panels that can be moved aside to pass through.

Grell Crystal Walls: Walls of grell crystal are 4 inches thick. They have hardness 7, 80 hit points, and a break DC of 29.

1. THE SINKHOLE (EL 3 TO 6)

Near the center of the jungle-covered ruins, a dank staircase winds down along the walls of a sinkhole 30 feet deep. The jungle canopy overhangs the sinkhole, leaving the floor of the place in deep shadow. Trickling streams shower down the sides, collecting in a pool at the north end. Most of the sinkhole floor is covered by moss and undergrowth.

Several cave mouths or fissures lead off into darkness. These include an opening at the foot of the staircase, another to the east where a stream flows into a cave mouth, and one to the south that seems to have been improved with stonemasonry.

The evil priests of Sangkon Bhet cut the stairs from the limestone walls of the sinkhole to reach the sinkhole floor and the caverns below. The pool at the north end is about 10 feet deep near the wall, but only 5 feet deep in most spots.

Characters who descend to the foot of the stairs (the spot marked X on the map) come within range of the sentry grell's

blindsight. If the sentry notices intruders, it emerges from area 2 to attack.

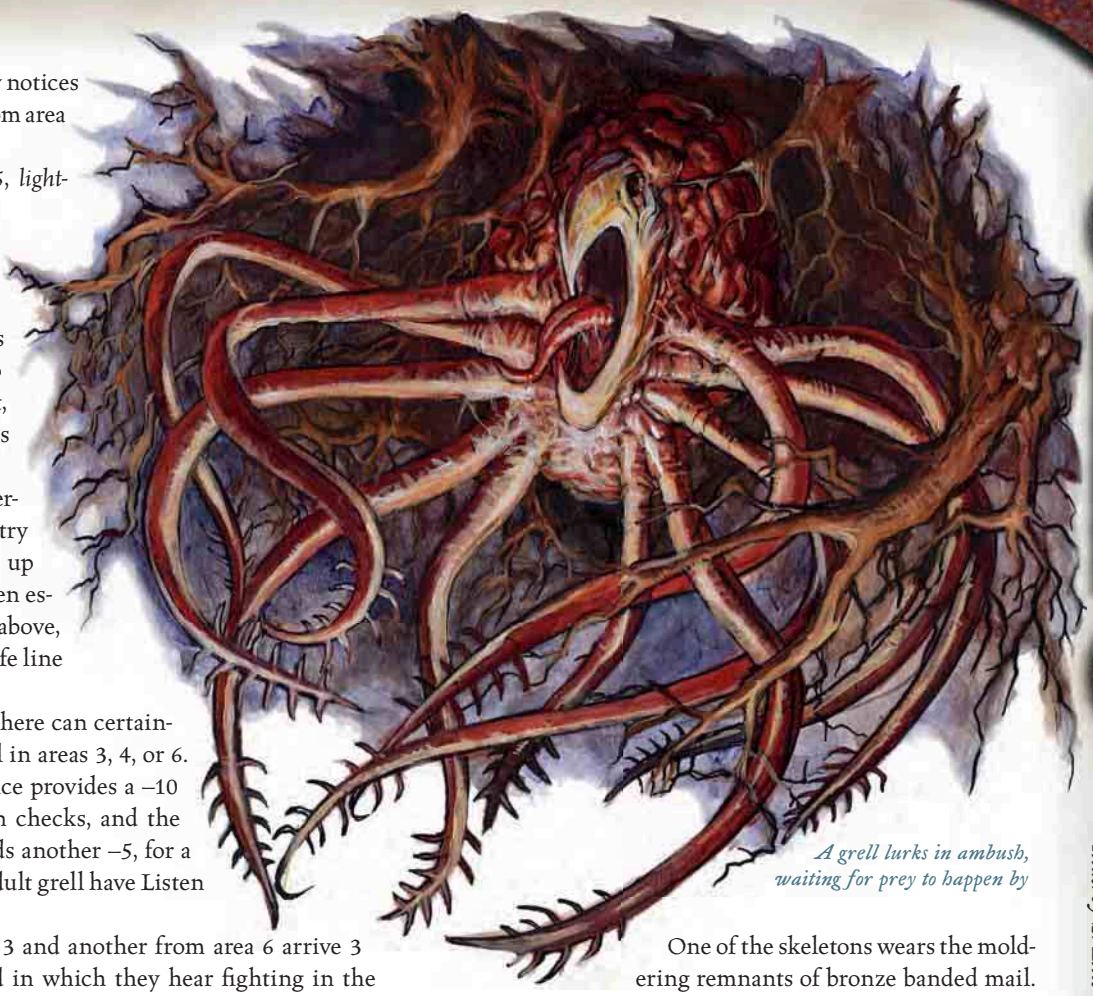
Sentry Grell: hp 35, *lightning lance*; see page 115.

Given the chance, the sentry looks for opportunities to carry paralyzed characters above the pool and drop them in the deeper part, placing them at serious risk of drowning.

If hard-pressed by determined attackers, the sentry flees by flying straight up the sinkhole wall. It then escapes into the jungle above, unless it clearly has a safe line of retreat to area 3 or 6.

A loud battle fought here can certainly be heard by the grell in areas 3, 4, or 6. The intervening distance provides a –10 penalty on their Listen checks, and the noise of the stream adds another –5, for a total penalty of –15. (Adult grell have Listen modifiers of +4.)

One grell from area 3 and another from area 6 arrive 3 rounds after the round in which they hear fighting in the sinkhole. The philosopher in area 4 does not investigate, trusting to its fellows to handle any kind of trouble.



A grell lurks in ambush, waiting for prey to happen by

Illus. by S. Ellis

2. SENTRY'S CAVE (EL 4)

This dismal cave is choked with a tangled mass of thick roots descending from the ceiling 20 feet overhead and partially covering the walls. Ancient human skeletons stand tangled in the roots.

The skeletons are the remains of old Sangkon Bhet apostates, chained to the walls and forgotten here long ago. They are unsettling, but not dangerous.

This cave serves as the post for the colony's sentry, who lurks hidden among the roots and debris in the upper part of the chamber and watches the bottom of the stairs in area 1. If the sentry misses intruders coming down the stairs, it certainly attacks when they enter this room. The grell gains a +4 circumstance bonus on its Hide check because its dangling tentacles blend in very well with the roots in the ceiling (total Hide modifier of +12).

This chamber is also infested with several ferocious centipedes. The arthropods have learned to avoid the grell, but quickly attack any other creatures that enter the room.

Sentry Grell: hp 35, *lightning lance*; see page 115.

Medium Monstrous Centipede (4): hp 4 each; *Monster Manual* page 287.

One of the skeletons wears the moldering remnants of bronze banded mail. In a pouch inside its armor (DC 10 Search check, unless the armor is removed, in which case the pouch is found automatically) are four fine violet garnets, each worth 300 gp.

If the sentry is killed by intruders who later leave the complex, the two grell from area 3 are posted here in case the invaders decide to return.

3. GRELL LAIR (EL 5)

A rough, narrow, natural passage branches away from the stonework passage, climbing upward over a difficult slope of slick round boulders. Beyond lies a large cavern, its ceiling pierced by hanging tree-roots. Discarded bones lie scattered over the floor.

This chamber is home to two normal grell. They range far into the jungle above in search of prey. The bones are the remains of consumed animals—several deer and an assortment of smaller creatures.

If the grell hear a fight in area 1, one grell goes to investigate, while the other remains here and hides. If the grell are warned by the loud approach of a party of intruders in the passage outside, they both hide here among the roots in the ceiling and prepare an ambush. The roots in this chamber are not as dense as those in area 2, and so the grell gain only a +2 circumstance bonus on Hide checks here (total Hide modifier +10).

Grell (2): hp 33, 25; see page 108.

In an inconspicuous fissure in the southern part of the room (Search DC 15), one of the grell has stashed some loot it acquired when it attacked and killed a river trader a few weeks ago. Two large leather pouches hold 260 sp, 185 gp, and 18 pp, as well as five small gemstones worth 20 gp each and a *potion of cure light wounds*.

4. HIDDEN TEMPLE (EL 8)

A landing of damp, uneven stone blocks overlooks a large, impressive chamber made of dressed stone. Four pillars carved like snakes support a ceiling 20 feet high, and a large alcove at the northern end of the chamber holds a great stone idol—a six-armed snake-woman with various deadly weapons in her grasp. The paving blocks of the floor have cracked and settled badly enough for a stream to run through the middle of the chamber. The water flows from a passage in the north wall and vanishes into a narrow dark fissure in the south wall. A masonry passage in the east wall leads down into darkness.

The floor of the room is littered with strange odds and ends—heaps of white sand, old bronze urns filled with dark oils, sacks of roots and tubers, and stone workbenches on which lie sharp, silver implements.

This room was formerly a hidden shrine of the Sangkon priests, used for the darkest and most secret of their foul rites.

The passage leading from this room to area 6 is blocked by a grell crystal wall, but the wall features a small culvert (1 foot diameter) that permits the stream to pass through.

A grell philosopher appropriated the shrine as its workspace and living quarters. This philosopher specializes in the study of necromantic magic, and it used its *command undead* spells to assume control over several gnoll skeletons left here long ago by the evil priests.

The necrophilosopher is fully aware of the advantage its flight ability offers. It hovers near the ceiling, using its spells (*summon monster III, summon swarm, ray of enfeeblement,* and *ray of exhaustion*) to wear down a party of dangerous enemies while its skeleton minions attack. It joins the battle only when its enemies have been weakened.

Several large stone urns in the northwest corner of the room hold 175 sp, 855 gp, a pouch containing five small agates worth 25 gp each, and two scrolls: *invisibility* and *fire shield*.

Grell Necrophilosopher: Grell necromancer 5; CR 7; Medium aberration; HD 5d8+20 plus 5d4+20; hp 76; Init +4; Spd 5 ft., fly 30 ft. (perfect); AC 22, touch 14, flat-footed 18; Base Atk +5; Grp +16; Atk +9 melee (1d4+1 plus paralyzation, tentacle); Full Atk +9 melee (1d4+1 plus paralyzation, 10 tentacles) and +4 melee (2d4, bite); SA constrict, expert grappler, improved grab, paralysis; SQ blindsight 60 ft., flight, immunity to electricity, immunity to paralyzation, sightless; AL NE; SV Fort +6, Ref +6, Will +9; Str 12, Dex 18, Con 19, Int 16, Wis 12, Cha 6.

Skills and Feats: Concentration +12 (+16 casting defensively), Hide +14, Knowledge (arcana) +6, Knowledge (dungeoneering) +6, Knowledge (nature) +6, Listen +5, Move Silently +14, Search +5, Sense Motive +3, Spellcraft +6, Spot +5; Combat Casting, Flyby Attack, Grell Alchemy†[B], Scribe Scroll[B], Spell Focus (necromancy), Weapon Finesse.

† New feat described on page 114.

Languages: Grell, Undercommon, Common, Draconic.

Constrict (Ex): On a successful grapple check, the grell necrophilosopher deals 1d6+1 points of damage.

Expert Grappler (Ex): A grell that chooses to grapple with one tentacle and remain ungrappled itself takes a –10 penalty on its grapple checks instead of the normal –20 penalty (see Improved Grab, page 310 of the *Monster Manual*, for details).

The grell necrophilosopher has a +10 racial bonus on grapple checks. (Paralyzed foes automatically lose grapple checks.)

Improved Grab (Ex): To use this ability, the grell must hit an opponent of its size or smaller with a tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Paralysis (Ex): Any creature hit by the grell necrophilosopher's tentacle must make a DC 12 Fortitude save or be paralyzed for 2d4 rounds. Each additional tentacle that hits the same creature that round increases the save DC by 1.

Sightless (Ex): The grell necrophilosopher has immunity to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

Wizard Spells Prepared (caster level 5th; prohibited schools evocation and illusion): 0—*acid splash* (+9 ranged touch), *detect magic, disrupt undead* (+9 ranged touch), *mage hand, read magic;* 1st—*cause fear* (DC 15), *mage armor*, obscuring mist, ray of enfeeblement* (+9 ranged touch), *true strike;* 2nd—*command undead* (DC 16), *detect thoughts* (DC 15), *resist energy, summon swarm;* 3rd—*blink, ray of exhaustion* (+9 ranged touch; DC 17), *summon monster III*.

*Already cast.

Spellbook: as above plus 0—all except evocation and illusion; 1st—*chill touch, detect undead, protection from good, sleep;* 2nd—*daze monster, fog cloud, ghoul touch, scare;* 3rd—*dispel magic, hold person, lightning bolt, water breathing.*

Possessions: amulet of health +2.

Gnoll Skeleton (3): CR 1; Medium undead; HD 2d12; hp 13 each; Init +5; Spd 30 ft.; AC 13, touch 11, flat-footed 12; Base Atk +1; Grp +3; Atk or Full Atk +3 melee (1d10+3/ 3, halberd); SQ damage reduction 5/bludgeoning, darkvision 60 ft., immunity to cold, undead traits; AL NE; SV Fort +0, Ref +1, Will +3; Str 15, Dex 12, Con —, Int —, Wis 10, Cha 1.

Skills and Feats: Improved Initiative.

Languages: N/A.

Undead Traits: A skeleton is immune to mind-affecting spells and abilities, poison, sleep effects, paralysis, stunning, disease, death effects, and any effect that requires a Fortitude save unless it also works on objects or is harmless. It is not subject to extra damage from critical hits, nonlethal damage, ability damage to its physical ability scores, ability drain, energy drain, fatigue, exhaustion, or death from massive damage. It cannot be *raised*, and *resurrection* only works if it is willing. Darkvision 60 ft.

5. THE WATERS OF DEATH (EL 6)

The doors leading into this chamber from area 4 are made of ancient bronze, cast into threatening shapes.

At the bottom of the stairs you find a double door, green and corroded with age. You can barely discern disturbing skeletal figures cast in the ancient bronze. Grinning skulls and bony claws cover the door.

While the door is somewhat threatening, it is not dangerous. It is stuck, requiring a DC 21 Strength check to force open.

The chamber beyond the ancient door is some kind of dark shrine or crypt. Moldy bas-reliefs carved in the stone walls glorify images of gruesome death, showing skeletal figures sacrificing living humans on skull-covered altars. Several huge stone urns, easily 5 feet tall, stand along the walls. In the center of the room stands a pool or fountain about 10 feet across. The pool is enclosed in a knee-high masonry wall and is filled with black, still water. A small stone altar stands against the east wall, and on the north wall, a barrier of dull gray crystal seals off another exit from the room.

The evil priests of Sangkon Bhet sacrificed prisoners to their sinister deities in this room, drowning them in the ceremonial urns. Each urn contains a human skeleton immersed in dark, foul water, and the large pool in the center of the room holds a sinister guardian—a drowned mummy. The grell quickly learned that the undead in this room were content to leave them alone as long as they did not intrude, and so they sealed the northern entrance and closed the western doors.

Skeleton (7): hp 6 each; *Monster Manual* page 225.

Mummy: hp 60; *Monster Manual* page 190. Due to its long immersion, the mummy has no vulnerability to fire.

The undead animate and attack if any living creature handles one of the urns, touches the waters of the pool, or approaches within 5 feet of the altar without performing the proper obeisance. It takes the skeletons 1 round to clamber out of the urns, and the mummy begins the fight lying prone (and quite hidden) in the black water of the pool.

The foul muck in the bottom of the pool is littered with ancient gold coins; throwing coins into the water was part of the rites held here. The pool contains 740 gp, 44 pp, and a gold circlet worth 240 gp.

6. STALAGMITE FOREST (EL 5)

This large cavern is filled with the sound of rushing water. A shallow, swift stream flows along the western wall of the chamber. Large numbers of stalagmites and stalactites dominate the room; some of them are quite striking.

Large parts of the cavern floor are uneven, filled with stalagmites or the broken remnants of these formations. Two adult grell use this chamber as their lair. Sounds of fighting in area 1 might draw one of the grell to investigate (see area 1).

Grell (2): hp 38, 27; see page 108. The larger grell carries a *silverspear* (see page 115).

If one of the grell in this room is killed, the other attempts to flee and warn the patriarch in area 10 that the outpost is under attack. If only one grell is in this room (presumably because the other went to investigate trouble in area 1 and did not return), it flees when reduced to half its hit points.

7. CAPTIVES' CAVE

The door leading into this chamber is secured from the outside.

A door of thick, gray crystal fills this branch of the passage. The middle panel looks like it could be folded or moved to allow entry, but several thick rods or bars of the same crystalline substance hold it in place from this side.

Removing the bars from the outside takes only a few moments.

A steep, slick slope of wet limestone leads down to the floor 15 feet below. A still pool of water fills the northern end of the room. The floor is littered with bones—mostly game animals, but some look like they might have belonged to humanoids.

The grell use this cave as a pen for captives or livestock they don't intend to devour immediately. Typically, the monsters simply drop their victims down into the cavern with little concern about damaging them, then retrieve them when hungry.

Anyone trying to climb up to the door from the cavern floor must succeed on a DC 15 Climb check. Forcing the door open once it's barred from the outside requires a DC 25 Strength check.

Currently, the room holds no prisoners. This is an excellent place to add an NPC to rescue, if the DM wants to customize the lair.

Player characters defeated but not killed in other parts of the complex are likely to wake up in this chamber, disarmed but not yet devoured. Escaping from the room before the grell decide to have their next meal poses a formidable challenge for characters weakened by a losing battle and deprived of their equipment.

8. PHILOSOPHER'S CHASM (EL 6)

This cavern is more like a pit than a cave. The floor drops away sharply from the crystal door, and jagged stalagmites dot the bottom of the shaft almost 30 feet below. Odd spots in the chamber walls serve as ledges, on which small urns, sacks, and metal coffers perch precariously.

This chamber is the home of the outpost's second philosopher. Negotiating the steep, sharp slopes of the chamber requires a DC 20 Climb check; any creature falling from the ledge by the door into the chasm takes 3d6 points of falling damage and takes 1d4 attacks (+8 melee, damage 1d6 points) from the jagged stalagmites below.

The ledges are filled with various materials and reagents necessary for the philosopher's studies—rare earths, sands, salts, powders, and interesting natural specimens.

Grell Philosopher: hp 56; see page 109.

The philosopher in this room has no avenue of retreat. It conceals itself with *obscuring mist* (it sees through the mist just fine, due to its blindsight) and tries to paralyze characters in the doorway so that they fall onto the jagged rocks below.

The philosopher has amassed a small hoard from its explorations of the surface ruins and neighboring lands. It keeps its treasure in the metal coffers on the ledges: 265 gp, 290 sp, three malachite gemstones worth 15 gp each, two peridots worth 60 gp each, an amethyst worth 300 gp, and a silver bracelet worth 110 gp.

If the patriarch in area 10 is killed, this philosopher takes over the leadership of the outpost (none of the other grell trust the necrophilosopher in area 4).

9. WATERFALL CHAMBER (EL 5)

The roaring of water thunders in this large cavern. A swift stream runs along the far wall, disappearing over a small cascade into the lightless depths below. Strange fungi sprout among the stalagmites and slippery flowstone of the cavern floor.

This cavern serves as a guard post for grell assigned to defend the patriarch's lair. Two grell lurk here, keeping watch, although both spend a lot of time near the stream, hoping to spear a blind cave fish.

Grell (2): hp 34, 30; see page 108. Both are armed with *lightning lances*.

The grell are loyal to the patriarch, but hesitate to sacrifice their lives for it. The waterfall in the eastern part of the room leads to a narrow, dank, subterranean river passage that winds for several hundred yards before emerging on the surface from the side of a hill. If one grell is killed, the other attempts to escape through this passage, which includes several tight squeezes that would be difficult for humans (Escape Artist DC 15).

One of the grell has collected a small handful of interesting gemstones from the nearby jungle, including a tourmaline worth 60 gp, a small opal worth 150 gp, and four banded agates worth 8 gp apiece.

10. PATRIARCH'S LAIR (EL 10)

A short but steep slope of damp boulders climbs up to a large cavern filled with striking phosphorescent fungi. The weird, eldritch light of the chamber illuminates a litter of animal bones on the floor and tangled heaps of humanoid gear—armor, weapons, and clothing. At the east end of the room, a narrow crevice vanishes into gloom.

The patriarch and its latest victim

Illus. by D. Scott

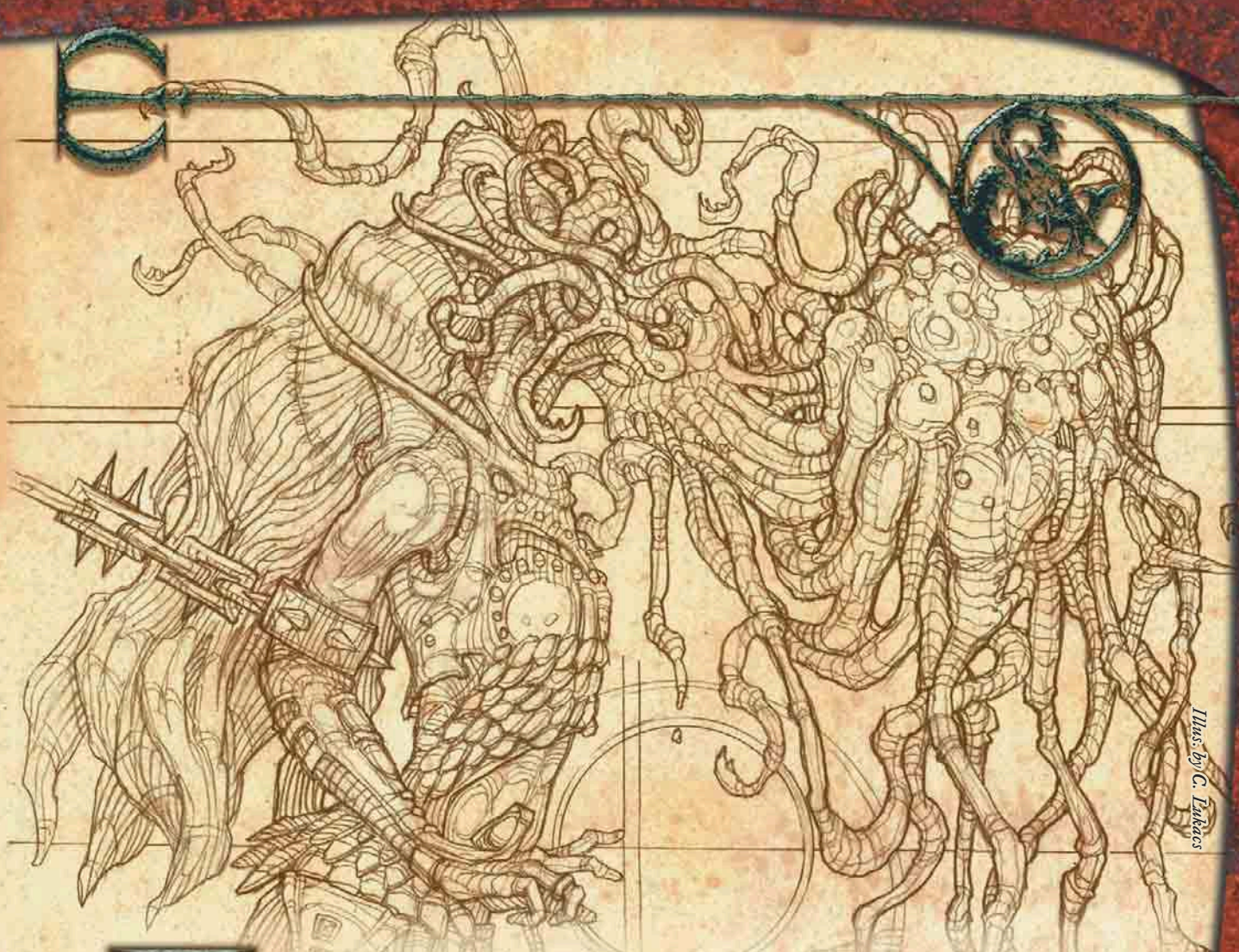
The patriarch of the outpost chose this chamber as its personal lair. It is currently evaluating the question of whether to move the rest of its colony to the caverns below Sangkon Bhet. While the upper caverns could not comfortably house many more grell, the lower caverns might serve a colony well.

The humanoid gear belongs to a small party of traders and explorers ambushed by the patriarch's scouts a few days ago. The unfortunate explorers were devoured soon after being brought to the outpost. The narrow crevice at the east end of the room leads down to the river passage described in area 9. While it is a tight fit for the patriarch, the grell hopes that it could escape that way if need be.

Grell Patriarch: hp 147; see page 113.

The patriarch is inclined to stand its ground against all but the most dangerous enemies. It uses *greater invisibility* early in the fight and attacks brazenly, seeking to overcome intruders with a sudden assault. If the heroes seem capable of defeating its invisibility, the monster uses *web* or *slow* to hinder the party while picking on lone characters who are far from help.

The patriarch has naturally claimed the lion's share of the treasure discovered in and around the ruins of Sangkon Bhet. Its loot consists of 3,700 sp, 2,900 gp, 55 pp, a fine jade statuette worth 650 gp, two rubies worth 300 gp each, and three small diamonds worth 230 gp each. The explorers' belongings include a suit of *+2 studded leather armor*, a *+1 flaming short sword*, a *cloak of elvenkind*, and a scroll of *neutralize poison*.



Illus. by C. Labucs

Murderous assassins and infiltrators from a cold and distant world, the tsochari come to this world to steal magic for their own nefarious purposes. Their appetite for arcane lore is limitless, and every tsochari success feeds their dark hunger for more and more magic. Tsochar spies and imposters prowl the streets of human cities, haunt the halls of wizards' guilds, and secretly seek out and attack the isolated towers of powerful mages. In a kingdom suffering the deadly plague of a tsochar incursion, anyone might be a puppet of the alien invaders, and no one can be trusted.

The tsochari hail from a world distant in space, a cold and lightless place so remote that the sun is little more than a bright star in a black sky. Long ago, evil wizards or cultists built *gates* linking certain terrible ruins in the normal world with the horrible world of the tsochari. Through these ancient *gates*, the tsochari steal into the world to roam human lands and infiltrate human society. Humanoids of interest—favored minions, powerful allies, or hapless captives—are sometimes taken back through these *gates* to the tsochar world. By all accounts, it is a place of numbing cold, thin air, shrieking winds, and madness-filled gloom, where monsters far worse than tsochari stalk the ruins of antediluvian civilizations.

Tsochar incursions are, thankfully, rare. Either the tsochari are not a numerous race, or they are limited in their ability to use the world-spanning *gates* that allow them to enter the human world. They are not as prevalent or dangerous as powerful aberration civilizations such as those of the aboleths or mind flayers, and not as individually powerful or as commonplace as the dreadful beholders. The tsochari pose a different sort of threat, one of infiltration and assassination. The common folk of a human land have little to fear from the tsochari, but the learned arcanists and mages have reason to be worried—if they suspect they are being watched.

TSOCHAR

Small Aberration (Shapechanger)
Hit Dice: 4d8+12 (30 hp)
Initiative: +4
Speed: 20 ft. (4 squares), climb 20 ft.
Armor Class: 19 (+1 size, +4 Dex, +4 natural), touch 15, flat-footed 15
Base Attack/Grapple: +3/+4
Attack: Tentacle +8 melee (1d4+1)
Full Attack: 4 tentacles +8 melee (1d4+1)

Space/Reach: 5 ft./10 ft.
Special Attacks: Constrict, improved grab, poison, take spells, wear flesh
Special Qualities: Damage reduction 5/adamantine, darkvision 60 ft., resistance to cold 5, spell resistance 14, telepathy 100 ft.
Saves: Fort +4, Ref +5, Will +8
Abilities: Str 13, Dex 18, Con 16, Int 15, Wis 14, Cha 13
Skills: Bluff +5, Climb +12, Hide +12, Knowledge (dungeoneering) +6, Move Silently +8, Sense Motive +6, Spot +6, Use Magic Device +9
Feats: Combat Reflexes, Iron Will, Weapon Finesse[B]
Environment: Cold forests
Organization: Solitary, tangle (3–8), or infestation (10–20)
Challenge Rating: 4
Treasure: Standard
Alignment: Usually chaotic evil
Advancement: 5 HD (Small); 6–12 HD (Medium); or by character class
Level Adjustment: —

Before you, a slithering, tangled mess of ropelike tendrils coils and pulsates. It is a glistening blue-black in color, with small pink barbs studding its long tentacles. If the creature has a central body, it's hidden deep in the nest of writhing tendrils.

Fearsome invaders from a distant realm, the tsochari are a race of monstrous imposters, creatures that can steal the bodies of their victims and pass unnoticed in humanoid society. They lust after magic, especially arcane magic, and eagerly seek out humanoid wizards to replace so they can gain access to spells they otherwise could not wield.

A tsochar resembles a tangled mess of knotted ropes or a ball of barbed wire. It has dozens of thin but strong tentacles, each studded with small, sharp, sicklelike claws. Its body is little more than a thickening and joining of its multiple limbs. The creature's eyes are small, dark orbs that rest at the end of smaller, thinner tentacles, well hidden in the mass of its other limbs, and its mouth is a round, lampreylike orifice in the middle of its underside. The tsochar is an indigo blue in color, with a mottled pattern of lighter blue spots on its upper surface.

Tsochari speak their own language, but they can use their telepathy to communicate with other creatures. A typical tsochar is about 2 feet in diameter, although some of its longer tentacles trail as much as 6 to 8 feet from its central mass, and weighs about 25 pounds.

COMBAT

A tsochar is not often found in its own body. Typically, it hides in the body of a humanoid it is inhabiting or replacing (see below), keeping its presence a secret. Since the monster does not gain the memories of those it replaces, it is not difficult to detect its masquerade with some careful questioning—although a tsochar rarely lingers long enough for its cover to be blown.

While inhabiting a humanoid, a tsochar has few options in combat. Other than directing its host to fight as it commands, it can take no other physical actions. A tsochar replacing a humanoid might have access to arcane spells previously known by its victim, but the creature employs spells sparingly in combat, since it cannot recover spells it expends.

A tsochar in its own form can easily rip unarmored humans to shreds with a buzzsaw of tentacle lashes and rakes. However, the creature is much more inclined to stalk and ambush solitary victims than to attack a group. It seeks to grab and wrap itself around a foe, squeezing and poisoning him or her into helplessness with its iron-hard tentacles. Once the victim is immobilized, the tsochar can wear the victim's flesh.

Constrict (Ex): A tsochar deals 2d4+2 points of damage with a successful grapple check. When a tsochar deals damage by means of its constrict attack, it injects its victim with poison.

Improved Grab (Ex): To use this ability, a tsochar must hit with two tentacle attacks. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Tsochari receive a +4 racial bonus on grapple checks, which is already included in the statistics above.

Poison (Ex): Injury, Fortitude DC 15, initial and secondary damage 1d3 Dex. The save DC is Constitution-based. A tsochar's poison is delivered by dealing damage with its constrict attack.

Take Spells (Su): A tsochar that replaces a spellcaster (see below) retains any arcane spells prepared by the dead character, and can cast them as if it had prepared the spells itself. The tsochar must meet the minimum ability score needed to cast the spell based on the type of caster replaced (Intelligence for a wizard, for example), or else the spell is unavailable to it. If the tsochar replaces a spontaneous caster such as a sorcerer, it retains the available spell slots of the dead spellcaster, and can use any spells the dead host knew. In either case, the tsochar cannot regain spells or spell slots it expends from the dead character's spellcasting ability.

Wear Flesh (Su): A tsochar can bore its way into a helpless living creature's body, slipping its ropy tendrils into the spaces between organs and muscles and disappearing into the victim. The victim must be the same size as the tsochar or larger, and the process requires 1 minute. The tsochar can choose to replace or inhabit the victim (see below). Incorporeal creatures and constructs, elementals, oozes, plants, and undead are immune to this ability.

A tsochar can abandon a body it has inhabited or replaced with a full-round action that deals 3d6 points of damage to the host. A tsochar can be forced to abandon the body by a *remove disease* or *dispel evil* spell (the caster must succeed on a DC 20 caster level check to expel the monster, which deals

damage as described above) or a *heal* or *limited wish* spell (which automatically succeeds and causes no damage to the host).

Inhabit: The tsochar leaves its victim alive and aware. Any time it cares to, it can inflict indescribable agony on its host as a standard action, dealing 1d6 to 6d6 points of damage and requiring the host to succeed on a DC 15 Fortitude save or be nauseated by the pain for 2d4 rounds. The tsochar chooses how much damage it deals with this attack.

The tsochar can take no physical actions while inhabiting a host, but it can use purely mental actions (such as communicating with its host by means of its telepathy power and threatening to injure or kill the host unless the host does as the monster wishes).

When the host takes damage (other than damage the tsochar inflicts on it), the inhabiting tsochar takes half that damage. For example, if the host takes 28 points of cold damage from a *cone of cold* spell, the tsochar takes 14 points of cold damage.

A tsochar inhabiting a humanoid's body feeds on the creature's blood and tissues, dealing 1d3 points of Constitution damage per day. A successful DC 15 Fortitude save reduces this damage by half. Over the course of days, frail humanoids carrying tsochari sicken and die, although tsochari are clever enough to direct their hosts to acquire curative magic to keep themselves alive indefinitely, if the situation calls for it.

Replace: The tsochar bores out the victim's nervous system, killing the victim. It then animates the body, effectively acting as the nervous system of the dead host. The body remains alive, hosting the tsochar.

This functions like a *polymorph* spell into the victim's exact form, except that the tsochar can remain in the victim's form for up to a year, and it leaves the victim's corpse behind when it chooses to end the effect. The tsochar uses the victim's physical ability scores in place of its own, as described by *polymorph*. The tsochar can remain in this form indefinitely, but once it abandons the form, it cannot reanimate the body.

Tsochari that have replaced a humanoid slowly devour their new shell from the inside out. A replaced body takes 1d4 points of Constitution drain per month, which does not heal naturally and can be restored only by magical means. A successful DC 15 Fortitude save reduces this damage by half. Naturally, tsochari imposters choose to abandon bodies they have replaced before they become too weak to be serviceable.

Telepathy (Su): A tsochar can communicate telepathically with any creature within 100 feet that has a language.

Skills: Tsochari have a +8 racial bonus on Climb checks and use their Dexterity modifier instead of their Strength modifier for Climb checks. They can always choose to take 10 on Climb checks, even if rushed or threatened. Tsochari have a +4 racial bonus on Use Magic Device checks.

TSOCHAR CHARACTERS

Most tsochari advance by Hit Dice. The leaders of the race, the tsochari nobles, add class levels in arcane spellcasting classes. The most powerful tsochari wizards are capable of opening *gates* between the tsochari world and the Material Plane to send their agents into humanoid cities and kingdoms.

Tsochari revere a deity known as Mak Thuum Ngatha, the Nine-Tongued Worm (see page 177). Tsochari clerics are rare, but not unheard of, and have access to the domains of Destruction, Knowledge, Madness, and Travel.

TSOCHAR ANATOMY

The tsochari are products of an alien world. Tsochar flesh is freakishly strong and tough, more like iron cable than the bodies of creatures of this world. This accounts for their damage reduction and their surprising strength.

A tsochar is not actually a single living creature, but instead an aggregate being. Each of the dozens of coiling tentacles and limbs that seem to comprise its body is, in fact, a living creature in its own right, known as a strand. A strand has its own nervous system and organs of respiration, digestion, and reproduction. Carefully detached from the rest of the body, a tsochar strand could live on indefinitely, but it would be virtually mindless. Only in close association with twenty or thirty similar strands, linked by nerve ganglia and blood vessels into a tangle, do the tsochar strands achieve a collective sentience and sense of self.

Like some of the simplest animals found in the mundane world (such as jellyfish), the tsochar strands show a degree of specialization for certain tasks. For example, the creature's lampreylike mouth (labeled 1 in the diagram on the next page) is actually a specialized structure composed of the mouthparts of four to eight strands, fused together in common growth. Fighting and motive limbs are another specialization, as are the sensory limbs with their dark eye-structures (2) at the tips. Since they share nervous tissue, blood vessels, and sentience, the tsochar strands collectively form a single entity, just as vulnerable to physical damage as a more mundane form of life.

A tsochar strand is about 3 to 8 feet in length and averages about half an inch in diameter, but it commonly coils and tangles with other strands close to the center of the body. Tsochar strands are strikingly strong and tough for their size and weight, armed with numerous sicklelike barbs (3). The barbs contain small grooves or channels through which the tsochar can inject its poison, but each barb administers only a tiny dose. It takes numerous tentacles working together to administer a dangerous dose of venom, which is why the tsochar only poisons creatures it is constricting.

The internal arrangement of a tsochar is minimal for such a complex creature. Within each strand, the vital organs are concentrated within a foot or so of the "front" end, the part of the creature that binds itself to the other strands. The brain (4) is a studded string of nerve ganglia resembling a string of pearls. The digestive tract (5) is an undifferentiated gullet that absorbs food from the collective "mouth" of the monster. Each strand pumps its own blood through a constriction of its motive muscles, which is why a tsochar at rest coils and

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The tsochar revealed (numbers keyed to text references)

seethes constantly. Tsochar take in oxygen through tiny holes (6) spaced along the length of their strands.

TSOCHAR SENSES

Unlike some of the other aberration races, tsochari enjoy little in the way of truly extraordinary senses. Tsochari see well in complete darkness and have an uncanny knack for "seeing" heat, although they do not possess true infrared vision. A tsochar typically has between five and ten eye-strands, well hidden in the mass of motive and fighting limbs. Each eye is somewhat weak, but by focusing multiple eyes on objects of interest, tsochari attain a visual acuity equal or superior to human vision under good conditions. Since tsochari use multiple eyes on the same target, they do not possess the all-around vision one might expect of a creature with many eyes and no particular bodily orientation.

Tsochari hearing is comparable to human hearing, despite the conditions of their native world. Undoubtedly, the shrieking winds scouring their homeworld made hearing a sense that provided little information to the forebears of the race. They have no true sense of smell, and instead taste their environment much like snakes do, sampling scents through their hidden mouthparts. Tsochari do not have very acute senses of touch, since their hard flesh resists small impressions or stimuli that a soft-skinned human notices easily.

The most unusual tsochari sense is their telepathic ability. The race is somewhat empathic, and can easily receive and transmit information through telepathy. Some tsochari are so sensitive that they can detect and locate nearby creatures by their mental signatures, but most tsochari do not ascertain another creature's presence through mental awareness alone.

PARASITISM

More so than other aberrations, tsochari are physically associated with creatures of other races. Monsters such as aboleths, grell, and mind flayers frequently eat or enslave humanoids, but tsochari possess the unique capability of inhabiting the

living bodies of other creatures, sometimes for months or years at a time.

While a tsochar can skillfully position its thin tendrils within its host's body cavity without killing the victim, it still requires a fair amount of room. Tsochar can only enter the bodies of creatures that are their own size or larger. Thus, a typical tsochar, which is size Small, can enter a victim that is size Small or larger. Tsochari lose the ability to invade Small humanoids as they grow older, simply because they grow too big to fit in their bodies. They can and do infest larger creatures, given the chance.

A tsochar establishes physical contact with the key nerves and blood vessels of its victim by growing the ganglia connecting its own limbs into the key parts of its victim's anatomy. The monster can deliberately avoid inflicting lethal injury, remaining an unwelcome hitchhiker hiding in the victim's body, or it can set about ripping out and replacing brain tissue, major nerves, and other critical parts. In the former case, the victim revives, awake and quite aware that an alien presence is now ensconced in his or her body. In the latter case, the victim suffers a death of indescribable agony, leaving behind a ready-made shell for the tsochar to masquerade in.

A humanoid carrying a tsochar in his or her body appears normal enough at a quick glance, but a closer look shows several telltale signs—a slightly distended abdomen; long, snakelike cordings bunched beneath the skin; and glints of blue-black alien flesh in the navel, the throat, or the ear canal.

An adult tsochar

REPRODUCTION

Tsochari are completely hermaphroditic. Each tsochar strand is both male and female, and the creature can spawn any time it cares to. In general, a tsochar reproduces once every five to ten years, laying a clutch of about one hundred small, tough eggs. Each egg hatches into a single undifferentiated tsochar strand. A single strand is not a new tsochar; instead, thirty to forty must assemble into a collective tangle before a new tsochar comes into existence. New tangles can spring from a single parent, but tsochari take no special steps to make sure that this happens. In places where tsochari breed, it's more common for a new tsochar to arise from strands hatched by multiple parents, as egg-clutches from several different tsochari hatch and intermingle. Thus, a single mature tsochar might have anywhere from one to dozens of different parents.

DEVELOPMENT AND AGING

A single tsochar strand is only a small portion of an adult tsochar. During their first four to eight weeks of life, individual strands in the same area encounter each other and slowly self-organize, joining each other by ones and twos as they grow into tangles. These accumulating tangles begin to grow together, fusing mouthparts, sharing blood vessels and nerve connections, and gradually waking to full sentience about one year after hatching.

Tsochari are virtually immortal. As strands age and die, a mature tsochar subsumes newly hatched strands to replace the old. Roughly half of all tsochari strands become incorporated into mature adults in this fashion (the other half assemble new individuals, given the opportunity). An individual strand lives about 100 years.

Tsochari grow larger as they grow older, adding more strands than they lose. The more strands a tsochar has, the larger those strands tend to be. Very old tsochari might consist of a hundred or more strands, some close to 20 feet long and 3 inches thick.

On rare occasions, tsochar strands never find others of their kind to fuse with, and live out their lives as small, solitary predators that prey on rodents and vermin. A single strand possesses the characteristics described below.

Tsochar Strand: CR 1/2; Tiny aberration; HD 1/2 d8+1; hp 3; Init +3; Spd 20 ft., climb 10 ft.; AC 17, touch 15, flat-footed 14; Base Atk +0; Grp –7; Atk or Full Atk +5 melee (1d3–3, tentacle); Space/Reach 2-1/2 ft./0 ft.; SA constrict 1d3–3, improved grab, poison; SQ damage reduction 5/adamantine, darkvision 60 ft., resistance to cold 5; AL N; SV Fort +1, Ref +3, Will +3; Str 4, Dex 16, Con 12, Int 2, Wis 13, Cha 9.

Skills and Feats: Climb +13, Hide +13, Spot +3; Combat Reflexes, Weapon Finesse[B].

Languages: N/A.

Illus. by C. Fix

Constrict (*Ex*): A tsochar strand deals 1d3–3 points of damage with a successful grapple check. When a strand deals damage by means of its grapple check, it injects its victim with poison.

Improved Grab (*Ex*): To use this ability, the tsochar strand must hit a Small or smaller opponent with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict. Tsochari receive a +4 racial bonus on grapple checks.

Poison (*Ex*): Injury, Fortitude DC 11, initial and secondary damage 1 Dex. The save DC is Constitution-based. The tsochar strand's poison is delivered by dealing damage with its constrict attack.

TSOCHAR VARIANTS

Roughly one in ten tsochari belong to the "noble" caste. These creatures achieve a higher consciousness than the common tsochar, and advance by character class in addition to growing larger as common tsochari do. A typical noble tsochar is a tsochar of 8 Hit Dice, with four to eight sorcerer levels. The largest and oldest tsochari are terribly powerful sorcerers, cruel and ancient entities that rule over their lesser fellows with an iron grip.

Tsochari that are especially capable with their telepathy take the Mindsight feat, described below.

Mindsight

A creature that has this feat possesses innate telepathic ability that allows it to precisely pinpoint other thinking beings within range of its telepathy. The creature perceives where the others are and how powerful their intellects are.

Prerequisite: Telepathy special quality.

Benefit: A creature that has this feat can detect and pinpoint beings that are not mindless (anything with an Intelligence score of 1 or higher) within range of its telepathy. This works much like blindsense—the creature knows what square each thinking being is in, but it does not see the being, and the being still has total concealment unless the creature can see it by some other means.

The creature also perceives several observable characteristics about each being detected with mindsight, including the being's type and Intelligence score. The creature need not take any additional or special actions to gain this information; it is as obvious to mindsight as the being's race and clothing would be to eyesight.

Normal: Telepathy offers no special ability to sense other minds. The creature has to know that a being is there to communicate with it telepathically.

TSOCHAR SOCIETY

Tsochari are spiteful, ambitious, avaricious, and self-centered. They would likely entertain all sorts of murderous schemes against one another, except for the fact that a tsochar is not well equipped to inflict serious harm on one of its fellows. They can't poison or inhabit each other, and their hard flesh is difficult to damage with their own natural weapons. Two tsochari can fight all day long and not do much harm to each other.

Since they are so resistant to each other's physical attacks, tsochari naturally limit their competitions to battles of intrigue, status, and prestige. Tsochar society is organized into a number of rival castes, each constantly jockeying for power and wealth. The five most important castes are the nobles, the priests, the arcanists, the soldiers, and the merchants. Other castes might have more members than these, but they rarely interact with creatures of other races.

Nobles are the rulers of the tsochari, consisting of a meritocratic group of especially strong, old, cruel, and manipulative individuals. No tsochar is favored by its birth position; the creatures have no sense of family or hereditary posts. Instead, any tsochar that demonstrates that it is capable, clever, and ruthless can slowly worm its way into the ranks of the nobles. High-ranking individuals in other castes frequently work toward achieving enough status and wealth to abandon their old castes and become nobles.

Priests belong to perhaps the most powerful caste. Tsochari are fervently devoted to their sinister deities, and the cult of Mak Thuum Ngatha is the single most influential organization within tsochari society. Even the nobles must pay heed to the priests' proclamations of divine will. Priests view the plundering and sacrifice of otherworld races (such as humans) as a holy mandate, and constantly seek to bring the worship of the Nine-Tongued Worm to new spheres.

The arcanist tsochari assimilate and study stolen magical lore from other races. All tsochari are fascinated by arcane magic, but the arcanists actually take levels in sorcerer or wizard classes. Tsochari plots to subvert human wizards' guilds arise in the black halls of the arcanists.

Soldier tsochari serve the dictates of the leader castes. They do the bidding of nobles, priests, and arcanists. Soldiers strive to ascend to nobility through useful service, demonstrated successes, and a certain ruthless streak. The soldiers balance the rivalry between noble and priest by following noble dictates and priestly mandates as they deem advisable.

Tsochari merchants are not really merchants at all, since no tsochari would offer payment for the things it desires unless no other option is available. They work as far-ranging explorers, raiders, slavers, and spies in search of opportunities to enrich themselves at the expense of less-capable races.

LANGUAGE

Tsochari speak their own language, Tsochar. Much of it consists of complex raspings and buzzings created by rubbing strands together. While humanoids could conceivably learn to understand tsochar speech, actually speaking the language would be difficult indeed. Because tsochari are telepathic, the Tsochar language is relatively simple, with a broad vocabulary of tech-

nical terms and concepts but no syntax to speak of. It exists primarily to serve as a written form of tsochar telepathy.

Tsochari rarely use the languages of other races, again relying on their telepathy. Typically, a tsochar speaks Tsochar, Common, and one additional language useful in its dealings with specific races, such as Draconic, Giant, Goblin, Orc, or Undercommon. Tsochari understand these languages much better than they speak them, since their vocal apparatus is nothing like a humanoid throat. When they do speak aloud in humanoid languages, their voices are tinny and high-pitched, and buzz abominably. A tsochar inhabiting or animating the body of a humanoid is much more intelligible, since it can use the existing vocal arrangements.

RELIGION

The tsochari are one of the most religious aberration races. The cult of Mak Thuum Ngatha comprises an elite priestly caste within tsochar society, even more powerful and influential than the noble caste. The Nine-Tongued Worm embodies the opening of infinite knowledge, the destruction of barriers, and the spanning of space and time, all things that the tsochari deeply revere. In turn, Mak Thuum Ngatha regards the tsochari as its favored servants and agents (as much as it favors anyone or anything), and entrusts tsochar priests with tasks it deems important.

Since Mak Thuum Ngatha already holds sway over the tsochari, its commands to its priests involve spreading its worship, and the dark and perilous lore it brings, to other races and lands. All too often, this means humanoid realms in the mundane world. Tsochari priests therefore serve as emissaries or messengers from the Nine-Tongued Worm to humanoids foolish or reckless enough to be tempted by the power the tsochari offer. More than one human cultist has gained the services of tsochari spies and assassins by promising to perform awful sacrifices and summonings at the behest of tsochari priests.

Akhando and Xhekk Thosss have Krusk in a difficult position

Illus. by M. Phillippi

Sample Characters: Akhando and Xhekk Thosss (EL 10)

Last of a line of minor lords notorious for trafficking with sinister powers, the cleric Akhando dwells in a dilapidated tower in the dark, tangled forests of the Witchfire Hills. Passing himself off as a reclusive landowner who rules over a small fief in this desolate area, Akhando is the secret master of a cult devoted to Mak Thuum Ngatha. His shrines and summoning stones lie scattered throughout the sinister forests of his home. Akhando is currently hosting the tsochar priest Xhekk Thosss, carrying the horrible creature in his own flesh so that his "guest" can study for itself the possibilities Akhando's cult offers.

Akhando, Servant of the Worm: Male half-farspawn† human cleric 7 of Mak Thuum Ngatha; CR 9; Medium outsider (native); HD 7d8+35; hp 69;

Init +2; Spd 30 ft. (20 ft. in armor); AC 23, touch 12, flat-footed 21; Base Atk +5; Grp +9; Atk +11 melee (1d8+5, *+1 heavy mace*); Full Atk +11 melee (1d8+5, *+1 heavy mace*) and +4 melee (1d4+2, 2 tentacles); SA spell-like abilities, true strike; SQ blindsight 60 ft., change shape, damage reduction 5/magic, immunity to poison, resistance to acid 10, resistance to electricity 10, spell resistance 17; AL CE; SV Fort +10, Ref +6, Will +8*; Str 18, Dex 14, Con 20, Int 10, Wis 19, Cha 10.

Skills and Feats: Concentration +14, Knowledge (dungeoneering) +5, Knowledge (religion) +5, Spellcraft +5, Spot +6*; Dodge, Lightning Reflexes, Spell Penetration, Weapon Focus (heavy mace).

† New template described on page 151.

* Includes Madness domain penalty.

Language: Common.

Spell-Like Abilities: 3/day—*blur, blink*; 1/day—*touch of idiocy, stinking cloud.*

True Strike (*Su*): Once per day, Akhando can make a normal attack with a +20 insight bonus on a single attack roll. He is not affected by the miss chance that applies to attacks against a concealed target.

Change Shape (*Su*): As a standard action, Akhando can take the form of a grotesque, tentacled mass. While in this form, he cannot be flanked and is not subject to extra damage from critical hits. Creatures native to the Material Plane take a –1 morale penalty on attack rolls against Akhando in this form. His Armor Class changes to 15, his attack changes to +9 melee (1d4+4, tentacle), and his full attack changes to +9 melee (1d4+4, 4 tentacles).

Cleric Spells Prepared (caster level 7th): 0—*cure minor wounds, detect magic* (2), *guidance, read magic, resistance*; 1st—*command* (DC 15), *cure light wounds* (2), *divine favor, lesser confusion*[D] (DC 15), *shield of faith*; 2nd—*cure moderate wounds, darkness, hold person* (DC 16), *lesser restoration, touch of madness*[D]†; 3rd—*contagion*[D] (DC 17), *cure serious wounds, dispel magic, summon monster III*; 4th—*confusion*[D] (DC 18), *divine power, summon monster IV.*

† New spell described on page xx.

D: Domain spell. *Domains:* Destruction (smite 1/day, +4 on attack, +7 on damage); Madness (–1 to Wisdom-based checks and Will saves, except that 1/day add +3 to a single Wisdom-based check or Will save).

Possessions: +1 breastplate, heavy steel shield, *+1 heavy mace, gauntlets of ogre power.*

Xhekk Thosss: Tsochar cleric 5 of Mak Thuum Ngatha; CR 7; Small aberration; HD 9d8+36; hp 77; Init +3; Spd 20 ft., climb 20 ft.; AC 18, touch 14, flat-footed 15; Base Atk +6; Grp +9; Atk +10 melee (1d4+3, tentacle); Full Atk +10 melee (1d4+3, 4 tentacles); Space/Reach 5 ft./10 ft.; SA constrict 2d4+6, improved grab, poison, take spells, wear flesh; SQ damage reduction 5/adamantine, darkvision 60 ft., rebuke undead, resistance to cold 5, spell resistance 14, telepathy 100 ft.; AL CE; SV Fort +9, Ref +5, Will +15; Str 16, Dex 16, Con 18, Int 14, Wis 20, Cha 15.

Skills and Feats: Bluff +6, Climb +11, Concentration +14 (+18 casting defensively), Hide +11, Knowledge (dungeoneering) +8, Knowledge (religion) +6, Move Silently +5, Sense Motive +9, Spellcraft +8, Spot +9, Use Magic Device +10; Combat Casting, Combat Reflexes, Iron Will, Mindsight†, Weapon Finesse[B].

† New feat described on page 126.

Languages: Tsochar, Common, Undercommon.

Constrict (*Ex*): Xhekk Thosss deals 2d4+6 points of damage with a successful grapple check. When Xhekk Thosss deals damage by means of its grapple check, it injects its victim with poison.

Improved Grab (*Ex*): To use this ability, Xhekk Thosss must hit an opponent with two tentacle attacks. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict. Tsochari receive a +4 racial bonus on grapple checks.

Poison (*Ex*): Injury, Fortitude DC 16, initial and secondary damage 1d3 Dex. The save DC is Constitution-based. The poison is delivered by dealing damage with a constrict attack.

Take Spells (*Su*): A tsochar that replaces an arcane spellcaster retains any arcane spells prepared by the dead spellcaster. See page 122 for details.

Wear Flesh (*Su*): A tsochar can bore its way into a helpless living creature's body, choosing to inhabit or replace its victim. See page 122 for details.

Cleric Spells Prepared (caster level 5th): 0—*cure minor wounds, detect magic, guidance, read magic, resistance*; 1st—*command* (DC 16), *cure light wounds* (2), *divine favor, longstrider*[D], *shield of faith*; 2nd—*cure moderate wounds, darkness, hold person* (DC 17), *shatter*[D] (DC 17); 3rd—*dispel magic, fly*[D], *summon monster III.*

D: Domain spell. *Domains:* Destruction (smite 1/day, +4 on attack, +5 on damage) and Travel (*freedom of movement* up to 5 rounds/day).

Xhekk Thosss currently inhabits Akhando's body with the cleric's willing cooperation. The tsochar priest can therefore take no physical actions until it chooses to exit Akhando's body, as described under Wear Flesh (see page 122). It takes half damage from all damage dealt to Akhando. The tsochar attempts to keep its presence a secret, but if Akhando faces a serious threat, the tsochar exits his body and joins the fight—a horrific surprise for anyone unfortunate enough to witness the scene.

Akhando seems human enough at a quick glance, although he is quite pallid, and his eyes are feverish and intense. Beneath his clothing, he is horribly abnormal. Two thick, strong, green tentacles sprout from his hips, and the flesh of his left forearm and hand is pocked with half a dozen small, gold-irised eyes beneath thick lids. He is therefore careful to wear baggy tunics

and robes that hide his tentacles, and he keeps his left arm gloved to the elbow at all times.

LEADERS

Tsochari constantly fight for status, looking for opportunities to prove that they have the personal competence, ambition, and intelligence to merit acceptance in the noble caste. In practice, merchants and soldiers most often advance in this fashion. Arcanists care little for the schemes of their fellows and concentrate on amassing magical power, while priests enjoy so much influence and station that it's more expedient to advance within the priestly caste than to seek acceptance as a minor noble.

Because the noble caste chooses new members from the other castes, the nobles can count on at least a modicum of loyalty and faithfulness from other tsochari. Angering a noble by failing to comply with its directives is a good way to ensure that one will never be selected for that exalted class, after all. Lower-caste tsochari that determine disobedience is not likely to be noticed or punished frequently do as they please, ignoring the orders of their superiors. The race would doubtless collapse into eternal infighting and warfare if not for two unifying factors: the racial hunger for arcane magic, and the racial devotion to the great powers of the Far Realm.

Within the noble ranks, age, personal power, and cunning establish a pecking order of sorts. Newly elevated nobles seek the patronage of older, more powerful tsochari, and work to advance their elders' purposes. High nobles can command the allegiance of some number of minor nobles. Great nobles are rare indeed, each the satrap of a whole city or region. In tsochari society, birth plays no role in achieving power; the great nobles represent a circle of equals, each of whom holds its position for centuries until some ambitious underling finds a way to unseat it.

RELATIONS WITH OTHER RACES

The tsochari are contemptuous of most other forms of life. They recognize other powerful aberrations as kindred of a sort, and maintain cool relations with monsters such as neogi or mind flayers if conditions permit. While tsochari are far-ranging travelers with the ability and inclination to trade with other elder races, they dislike the fact that many other aberration races hold deities in little regard. Tsochari willingly ally with cloakers, which share their goals.

Humanoids are little better than steeds, mounts to be used and discarded at will. Humanoids exist to provide tsochari with wealth, magic, and ready sacrifices to the glory of beings such as Mak Thuum Ngatha. Tsochari look forward to the day when they can launch a truly massive incursion, seizing the bodies of high mages and great priests alike and establishing themselves as the eternal and secret masters of enslaved humanity.

TSOCHAR MAGIC

The tsochari are stealers of magic, and create little in the way of unique spells or items.

TSOCHAR SPELLS

Tsochari design their few original spells to help them inhabit other creatures.

Permeable Form

Transmutation
Level: Sorcerer/wizard 3
Components: V
Casting Time: 1 immediate action
Range: Personal
Target: You
Duration: 1 round

By altering the essential nature of the matter composing your body, you make yourself incorporeal for a brief time. While incorporeal, you can be harmed only by other incorporeal creatures, magic weapons, and spells, spell-like abilities, or supernatural abilities. Even when hit by spells or magic weapons, you have a 50% chance to ignore damage from a corporeal source (except for positive energy, negative energy, force effects, or attacks made with ghost touch weapons). You can enter or pass through solid objects as described under the incorporeal subtype on page 310 of the *Monster Manual*. Tsochar spellcasters sometimes use this spell to quickly exit an inhabited creature without causing damage to the victim.

You cannot attack while in this state, but you can perform other actions as your incorporeal nature allows.

Casting this spell is an immediate action. You can cast it even when it's not your turn. You can only take one swift, immediate, or quickened action per turn.

Whispercast

Transmutation
Level: Sorcerer/wizard 2
Components: V
Casting Time: 1 swift action
Range: Personal
Target: You
Duration: 1 round

The next spell you cast can be cast as a purely mental action, provided that it is of 5th level or lower and that you can whisper. It requires no somatic or material components, unless the spell normally requires a focus or an expensive material component (any component worth more than 1 gp). If the spell does require a focus or an expensive component, you can still *whispercast* it as long as you have the focus or expensive component on your person—the magic of *whispercast* causes the

focus to be used or the expensive component to be consumed normally, without you having to handle or manipulate it.

If you do not cast a second spell while *whispercast* is in effect, you gain no benefit from casting *whispercast*.

Casting this spell is a swift action. It does not require a move action or standard action, but you can take only one swift, immediate, or quickened action per turn.

Tsochari spellcasters use this spell to permit spellcasting while they inhabit other creatures. It is also useful for grappled spellcasters.

TSOCHAR ITEMS

Tsochari use magic items differently than humanoids do. A tsochar can wear:

- Three amulets, brooches, medallions, necklaces, periapts, or scarabs secured around the small central body.
- Three pairs of bracers or bracelets on the thicker motive limbs near the central body.
- Up to four rings on the slender ends of four additional tentacles (one ring per tentacle).

Tsochari cannot wear headbands, hats, helmets, phylacteries, lenses, goggles, vests, vestments, shirts, robes, suits of armor, belts, cloaks, capes, mantles, gloves, gauntlets, boots, or shoes. Tsochar arcanists design items that use the bracer or ring slots.

Tsochari that grow too large to easily inhabit humanoids sometimes make use of a *ring of reduction*, described below.

Of course, a tsochar that inhabits or replaces another creature benefits from magic items that creature wears.

Ring of Reduction

On command, this ring reduces the wearer's size as described in the spell *reduce person*, except that any intelligent creature can be affected, not just humanoids. This reduces the wearer to the next smaller size category. A reduced creature gains a +2 size bonus to Dexterity, a –2 size penalty to Strength, and the size modifiers to attack rolls and Armor Class appropriate to its new size. The wearer remains small until he removes the ring or commands it to restore him to his proper size.

Moderate transmutation; CL 9th; Forge Ring, *reduce person, permanency*; Price 20,000 gp.

Illus. by W. England

Deros Frist's tower

THE HOUSE OF DEROS FRIST

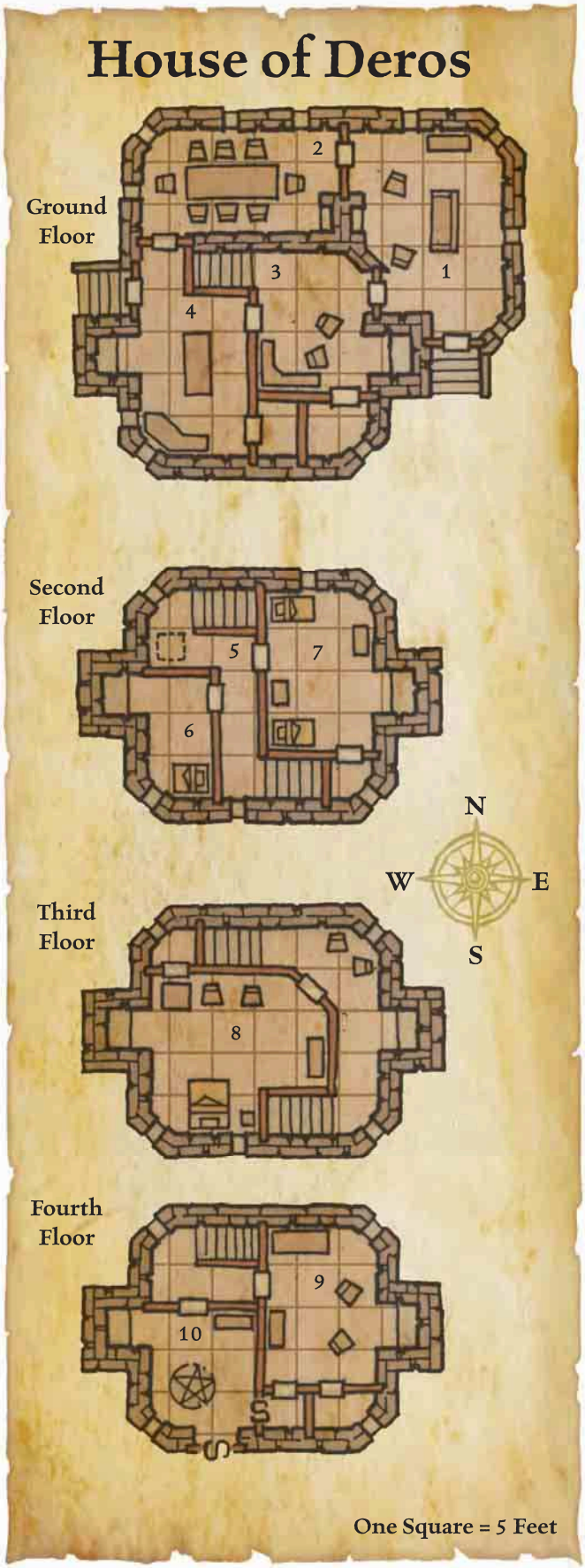
The isolated tower of the wizard Deros Frist is an example of a typical tsochari incursion into the human world. This short adventure site describes the lair of a tsochar noble that has successfully replaced Frist, a local wizard of some renown. The tsochar Yikk Tasst now pores through the wizard's libraries and spellbooks, eagerly absorbing all the arcane lore it can.

This scenario works best when the player characters have no reason to expect danger in Deros Frist's home. Frist might be a NPC ally of the party, a renowned sage whose advice the party is seeking, or a friend of a trusted NPC mentor or patron who asks the party to carry a minor magic item to his house as a favor. A typical tsochar adventure should focus on the dawning realization that things are not as they seem.

THE HOUSE

The wizard's tower stands on a windswept hilltop above a sinister and tangled forest on the lower slopes. A rutted road breaks out of the oppressive woods and winds across the sere hillside to the wizard's door. Glimmers of dim lanternlight spill out of the narrow, slitlike windows.

There are two entrances to the tower—the front door and the kitchen door. The front door is open, but the kitchen door is locked (DC 25 Open Lock check). The tower sits atop a sturdy plinth of stone about 7 feet high, so the ground-floor windowslits are actually about 10 feet above ground level, and short flights of stone stairs lead up to the doors.



1. FRONT HALL (EL 7)

The door opens into a modest foyer or hall, tastefully appointed with paintings and wall hangings. Two doors exit the room to the west, and a low, guttering fire burns in a stone fireplace. Several human guards wait here, dressed in purple cloaks.

The "guards" are actually human cultists, members of the Cult of the Nine-Tongued Worm named Tilkos, Werra, and Zard. Yikk Tasst summoned them to the house when it replaced Deros Frist, and they now serve the tsochar as guards and attendants.

The worm cultists are aware that Deros Frist has somehow been transformed into a being that stands high in their cult, and they suspect a tsochar replacement. They play along with the masquerade, pretending that everything in the house is as it should be and passing themselves off as simple swords-for-hire. Players asking after Deros Frist are told that the master of the house is busy with his research, but if they press, one cultist consents to go speak to Deros Frist to see if he wishes to receive visitors. (Yikk Tasst is happy to come downstairs and speak to the PCs, trusting in its disguise to allay any suspicions—after it prepares for a fight by casting a few spells first.)

Tilkos, Werra, and Zard do not attack unless it seems clear to them that they can overwhelm the visitors, or that the visitors are growing unduly suspicious of the situation.

Worm Cultist (3): Human rogue 2/cleric 2; CR 4; Medium humanoid; HD 2d6+2 plus 2d8+2; hp 23, 20, 19; Init +3; Spd 30 ft.; AC 19, touch 13, flat-footed 16; Base Atk +2; Grp +3; Atk or Full Atk +6 melee (1d6+1/19–20, masterwork short sword) or +5 ranged (1d8/19–20, light crossbow); SA sneak attack +1d6; SQ evasion, rebuke undead 2/day (–1, 2d6+1, 2nd), trapfinding; AL CE; SV Fort +4, Ref +6, Will +5; Str 13, Dex 16, Con 12, Int 10, Wis 14, Cha 8.

Skills and Feats: Balance +5, Bluff +4, Climb +6, Concentration +6, Diplomacy +1, Disable Device +5, Disguise –1 (+1 acting in character), Escape Artist +8, Hide +8, Intimidate +1, Jump +3, Knowledge (religion) +1, Listen +7, Search +5, Spot +7, Survival +2 (+4 following tracks), Tumble +8, Use Rope +3 (+5 with bindings); Dodge, Mobility, Weapon Finesse.

Language: Common.

Cleric Spells Prepared (caster level 2nd): 0—*cure minor wounds, detect magic, guidance, resistance*; 1st—*command* (DC 13), *cure light wounds, divine favor, longstrider*[D].

D: Domain spell. *Domains:* Destruction (smite 1/day, +4 on attack, +2 on damage) and Travel (*freedom of movement* up to 2 rounds/day; Survival is a class skill).

Possessions: +1 mithral chain shirt, masterwork buckler, masterwork short sword.

2. DINING ROOM

A large table of well-polished wood fills the center of this room, surrounded by eight comfortable chairs. The remains of several meals—roast fowl, boiled potatoes, and what seems to have been a small goat—still lie scattered on the table.

The worm cultists are somewhat slovenly and haven't bothered to clean up after meals or wash dishes for several days. Yikk Tasst sustains itself by slowly consuming Deros Frist's body, but it occasionally catches and eats small live animals.

3. LIBRARY

A wooden staircase leads upstairs from this small sitting room. Wide bookshelves fill one corner of the room, and a capacious fireplace with a few overstuffed armchairs in front of it stands nearby. The bookshelves are in terrible disorder, with many tomes lying discarded on the floor.

Yikk Tasst has thoroughly ransacked the bookshelves, finding little of particular interest. The discarded books include genealogies, old adventuring journals, philosophies, histories, and other such scholarly tomes.

About one hundred books remain in this room. Most would be worth about 2d6 gp each to a dealer in a good-sized city, but one tome (*The Tale of the Golden Chalice*) is not only a very rare work of fiction but an outstanding example of a gorgeous illuminated text, worth 350 gp.

4. KITCHEN

This room was clearly the tower kitchen. Countertops crowded with dirty dishes and unscrubbed pots fill the room, and a faint odor of rotting food hangs in the air.

Deros Frist formerly maintained a small staff of five servants and attendants, but they all fled the house soon after their master suddenly and severely changed personality. The servants are staying with kinfolk in nearby villages, wanting nothing to do with the "new" Deros Frist.

The small room to the east is a pantry, where some foodstuffs have been allowed to go bad due to the inattentiveness of the house's new owner.

5. SECOND FLOOR LANDING

This area is unremarkable, except for the fact that the secret trapdoor in the floor of area 8 (the Master's Chamber) opens up in the ceiling overhead. Noticing the trapdoor requires a DC 30 Spot check by anyone simply passing through this hall, but if someone searches the ceiling in this square, it requires only a DC 10 Search check to discover.

6. GUEST ROOM (EL 6)

An odd, almost metallic, smell permeates this small bedchamber, which has been ransacked. The bed lies on its side, furnishings are strewn around the room, and a heavy blanket has been affixed over the window slit to keep the room dark. One wall boasts a large fireplace, but it is currently cold.

Two normal tsochari have taken up residence in this room. The creatures serve Yikk Tasst, and they await orders from their leader to infiltrate or assassinate nearby spellcasters. One currently lurks behind the overturned bed, and the other hides in the spacious chimney of the fireplace. The two tsochari attack any creatures (other than the worm cultists or other allies) that enter the room.

Tsochari (2): hp 32, 31; see page 121.

Both tsochari hunger for the opportunity to possess an arcane spellcaster and take his spells, and naturally make any such character their prime target. If pressed hard, the tsochari seek to escape. They are good climbers, and as Small creatures with flexible bodies, they can scramble up or down the chimney to areas 4 or 8 with DC 15 Escape Artist checks (their skill modifier is +4) or even slip out the windowslit (DC 20).

7. SERVANTS' QUARTERS

This small bunkroom has two double bunks, small trunks at the foot of each bed, and looks relatively spartan.

The worm cultists Tilkos, Werra, and Zard use this room as their personal quarters, since the previous occupants—Deros Frist's servants—abandoned this place. They keep odd hours, but are most likely to be found here in the early morning.

One of the servant's trunks now holds a small stash of wealth belonging to Zard. The chest is locked (DC 25 Open Lock) and protected with a poison needle trap (DC 20 Search; attack bonus +6 melee; blue whinnis, DC 14, 1 Con/unconsciousness). It contains a sack with 225 gp, 40 sp, two black pearls worth 200 gp each, and a scroll of *wall of fire*.

8. MASTER'S CHAMBER

This large bedchamber features a fine carpet, comfortable furnishings, a bookcase with leaded glass doors, and a big stone fireplace, now empty. A large mirror in a gilded wooden frame hangs on one wall.

This suite formerly belonged to Deros Frist. Yikk Tasst has made little use of it since killing the wizard, because tsochari need little rest, and because allowing their human hosts to relax brings no comfort to tsochari. The prefer to drive their hosts mercilessly.

The bookcase in this room has not been ransacked, because Yikk Tasst learned that Deros Frist protected it with a few dangerous magic traps. First, the bookcase is guarded by a *fire trap* (DC 29 Search check, DC 29 Disable Device check, 1d4+8 points of fire damage, DC 18 Reflex save for half). Second, the bookcase is guarded by a permanent mental *alarm* spell attuned to warn Deros Frist if anyone opens the bookcase. (Of course, since Frist is dead, the *alarm* spell no longer serves any pur-

pose.) Finally, if the bookcase is opened and a particular book removed, a *symbol of pain* is revealed (DC 30 Search check, DC 30 Disable Device check). The book in question is a prominent tome entitled *Magic of the Dragon Lords*, positioned face-out in the center shelf—easily the first book anyone examining the bookcase notices.

In the northwest corner of the room, below a corner of the carpet, lies a concealed trapdoor allowing access to the landing below on the second floor (DC 20 Search check, or automatic if anyone looks under the carpet). A simple rope ladder rests coiled up in the foot-deep space between the two doors.

A secret compartment above the fireplace (DC 20 Search check) contains a small coffer filled with 250 gp, 110 pp, a *wand of magic missiles* (caster level 5th), and a scroll of *teleport*.

Several inconspicuous tomes on one shelf of the bookcase are the spellbooks of a wizard whom Deros Frist defeated several years ago. The spellbooks include the following spells:

0—*acid splash, dancing lights, detect magic, flare, mending, message, read magic, resistance;* 1st—*comprehend languages, color spray, disguise self, enlarge person, feather fall, identify, jump, shocking grasp, silent image;* 2nd—*arcane lock, glitterdust, hypnotic pattern, scare, spectral hand, spider climb, web, whispering wind;* 3rd—*deep slumber, dispel magic, displacement, keen edge, major image, slow, suggestion, water breathing;* 4th—*dimensional anchor, lesser globe of invulnerability, polymorph, rainbow pattern, stoneskin, summon monster IV.*

9. WIZARD'S WORKROOM (EL 10)

This room is a laboratory or workroom of some sort. Against one wall stands a table covered with alchemical apparatus—beakers, alembics, retorts, and similar devices. Smaller shelves on the walls hold various arcane curiosities: rare reagents, glass jars containing small preserved magical creatures such as brain moles and hatchling gricks, and skulls of different types. A bookcase on another wall once held a small number of arcane tomes, maps, and scrolls, but all are now scattered on the floor.

Yikk Tasst, now in the body of Deros Frist, spends most of its time in this workroom. Deros Frist was a 9th-level wizard before the tsochar noble Yikk Tasst killed him and insinuated itself into his corpse. The tsochar has used some of the spells it took from Deros Frist, but still possesses the majority of the spells the wizard had prepared when he was killed.

Yikk Tasst begins any encounter in the form of Deros Frist. If the heroes are not overtly hostile, the tsochar continues the masquerade as long as possible; it is a skillful liar and enjoys deceiving people. It does its best to reassure visitors that all is well, and waves off pointed questions about the state of the tower, explaining that its new research permits little time to tend to such matters.

If matters come to blows, Yikk Tasst first makes use of its own sorcerer spells, carefully hoarding Deros Frist's taken spells as long as possible. If things go badly, it abandons Frist's body (giving up its taken spells) to gain full use of its formidable physical attacks. In a real pinch, Tasst ducks into the closet to the south and uses the secret door there to escape into the Conjury (area 10). From there, it can bolt down the stairs or exit the building through the secret door in that room.

A hidden drawer beneath the worktable top (DC 15 Search check) holds a leather pouch with 210 gp and a scroll of *fly*. The bookshelf in this room holds Deros Frist's own spellbooks.

Yikk Tasst inside the body of Deros Frist

Yikk Tasst: Tsochar sorcerer 6; CR 10; Medium aberration; HD 8d8+40 plus 6d4+30; hp 121; Init +7; Spd 20 ft., climb 20 ft.; AC 22, touch 14, flat-footed 19; Base Atk +9; Grp +17; Atk +13 melee (1d6+4, tentacle); Full Atk +13 melee (1d6+4, 4 tentacles); Space/Reach 5 ft./10 ft.; SA constrict 2d6+8, improved grab, poison, take spells, wear flesh; SQ damage reduction 5/adamantine, darkvision 60 ft., resistance to cold 5, spell resistance 19, telepathy 100 ft.; AL CE; SV Fort +9, Ref +7, Will +14; Str 18, Dex 16, Con 21, Int 18, Wis 12, Cha 19.

Skills and Feats: Bluff +15, Climb +12, Concentration +17 (+21 casting defensively), Diplomacy +6, Disguise +4 (+6 acting in character), Hide +14, Intimidate +6, Knowledge (arcana) +10, Knowledge (dungeoneering) +10, Knowledge (the planes) +10, Move Silently +14, Sense Motive +12, Spellcraft +12 (+14 deciphering scrolls), Spot +12, Use Magic Device +16 (+18 involving scrolls); Combat Casting, Combat Reflexes, Craft Wondrous Item, Improved Initiative, Iron Will, Weapon Finesse[B].

Illus. by M. Corie

Languages: Tsochar, Common, Undercommon, Abyssal, Draconic.

Constrict (Ex): Yikk Tasst deals 2d6+8 points of damage with a successful grapple check. When Yikk Tasst deals damage by means of its grapple check, it injects its victim with poison.

Improved Grab (Ex): To use this ability, Yikk Tasst must hit with two tentacle attacks. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict. Tsochari receive a +4 racial bonus on grapple checks (included in the statistics above).

Poison (Ex): Injury, Fortitude DC 19, initial and secondary damage 1d3 Dex. The save DC is Constitution-based. The poison is delivered by dealing damage with a constrict attack.

Take Spells (Su): A tsochar that replaces an arcane spellcaster retains any arcane spells prepared by the dead spellcaster. See page 122 for details.

Wear Flesh (Su): A tsochar can bore its way into a helpless living creature's body, choosing to inhabit or replace its victim. See page 122 for details.

Sorcerer Spells Known (6/7/6/4 per day; caster level 6th): 0—*daze* (DC 14), *detect magic, disrupt undead* (+12 ranged touch), *ghost sound* (DC 14), *mage hand, read magic, touch of fatigue* (+13 melee touch; DC 14); 1st—*identify, mage armor**, *magic missile, silent image* (DC 15); 2nd—*invisibility, whispercast*†; 3rd—*lightning bolt* (DC 17).

*Already cast.

†New spell described on page 129.

Possessions: +1 ring of protection, ring of reduction (see page 130).

Illus. by D. Kovacs

Yikk Tasst in Deros Frist's Form: As above, except as follows: Medium humanoid; Spd 30 ft.; AC 18, touch 14, flat-footed 15; Base Atk +9; Grp +8; Atk +13 melee (1d4/19–20, *+1 dagger*); Full Atk +13/+8 melee (1d4/19–20, *+1 dagger*); Space/Reach 5 ft./5 ft.; SA take spells; SQ spell resistance 19, telepathy 100 ft.; AL CE; SV Fort +7, Ref +8, Will +15; Str 9, Dex 16, Con 14, Int 18, Wis 12, Cha 19.

Additional Skills and Feats: Climb –1, Concentration +14 (+18 casting defensively).

Taken Spells (caster level 9th): 0—*detect magic, mage hand, open/close, read magic;* 1st—*charm person* (DC 15), *identify, magic missile, shield, silent image* (DC 15); 2nd—*daze monster* (DC 16), *mirror image, resist energy, scorching ray* (+12 ranged touch); 3rd—*deep slumber* (DC 17), *dispel magic, fireball* (DC 17), *fly;* 4th—*charm monster* (DC 18), *Evard's black tentacles, fire shield.*

Possessions: +1 dagger, cloak of resistance +1, wand of fireball (CL 6th, 22 charges), *wand of invisibility* (18 charges).

Frist's Spellbook: as above plus 0—*dancing lights, message, prestidigitation;* 1st—*mount, protection from evil, shocking grasp, sleep,* 2nd—*fog cloud, invisibility, rope trick, summon monster II;* 3rd—*clairaudience/clairvoyance, magic circle against evil;* 4th—*arcane eye, enervation, fear, wall of ice;* 5th—*cone of cold, teleport, summon monster V.*

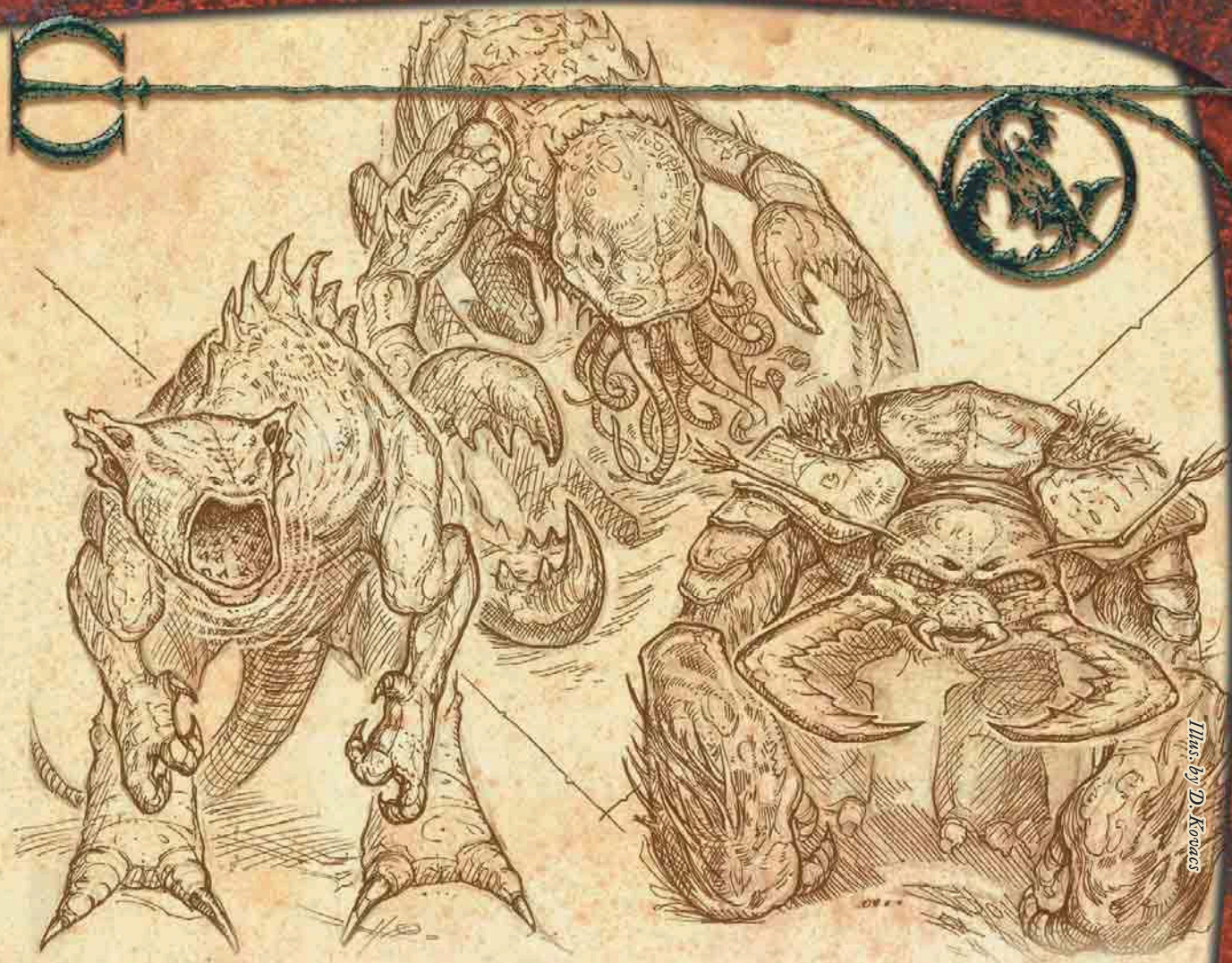
10. CONJURY

The door leading into this room from the hall outside is locked (DC 25 Open Lock check or DC 23 to break).

The floor of this room is finished in smooth, polished marble. In the center of the room, a pentagram of silver is inlaid in the floor. A counter beside the door holds a collection of ritual implements, including a knife of cold iron and a golden goblet.

The pentagram is ominous, yet harmless—nothing has been summoned here for some time.

Yikk Tasst, like Deros Frist before it, considers this room its hidden retreat from the tower. A secret door in the eastern wall (Search DC 20) leads to the closet in the wizard's workroom, area 9. In addition, a secret door in the south wall opens into the middle of the air on the tower's exterior, 50 feet above ground level. The door is not concealed from inside the conjury, but it is well hidden from outside observation (Search DC 25), and locked (Open Lock DC 30). If Yikk Tasst is forced to flee area 9, it tries to slip out this aerial door and either climb down the tower (Climb DC 20) or use a *fly* spell to make its escape.



Illus. by D. Kovacs

The aberrations presented in the *Monster Manual* are only the tip of the iceberg. Numerous varieties of beholderkin, illithidlike creatures, and heretofore-undiscovered aberrations also plague the world.

These monster descriptions provide psionics as spell-like abilities described as "psionics." If you would like to make use of the rules from the *Expanded Psionics Handbook*, alternative psionic versions of the creatures' powers are provided. Use whichever version you prefer in your game (but don't use both versions at the same time for the same monster).

BEHOLDERKIN

Most beholders are solitary monsters that regard others of their kind as deadly enemies. Other beholders hold a different point of view, gathering in terrible hivelike cities deep underground. Long ago, powerful hive mothers and elder orbs sought to breed beholderkin slaves, others of their kind that would acknowledge their rule and give them the ability to destroy or conquer all other beholders. Creatures such as directors and overseers were the result. In other places, hive mothers altered their lesser fellows to perform specialized tasks or to invade new environments, resulting in monsters such as spectators and the dreadful eyes of the deep.

Combat

The primary weapons of all beholderkin are their deadly eye rays.

Eye Rays (Su): Each of a beholderkin's small eyes can produce a magical ray once per round as a free action. The number of eye rays that can be aimed at targets in any 90-degree arc varies with the species of beholderkin. A beholderkin of any kind can tilt and pan its body each round to change which rays it can bring to bear in any given arc.

Each eye's effect resembles a spell (caster level varies with beholderkin variety), but follows the rules for a ray (see Aiming a Spell, page 175 of the *Player's Handbook*).

All-Around Vision (Ex): Beholderkin are exceptionally alert and circumspect. Their many eyes give them a +4 on Search and Spot checks, and they can't be flanked.

HIVE MOTHER

Huge Aberration
Hit Dice: 20d8+120 (210 hp)
Initiative: +6
Speed: 5 ft. (1 square), fly 20 ft. (good)

Armor Class: 35 (–2 size, +2 Dex, +25 natural), touch 10, flat-footed 33
Base Attack/Grapple: +15/+30
Attack: Eye rays +15 ranged touch and bite +20 melee (2d6+10)
Full Attack: Eye rays +15 ranged touch and bite +20 melee (2d6+10)
Space/Reach: 15 ft./10 ft.
Special Attacks: Command beholder, eye rays, improved grab, swallow whole
Special Qualities: All-around vision, antimagic cone, darkvision 60 ft., flight
Saves: Fort +14, Ref +8, Will +17
Abilities: Str 24, Dex 14, Con 22, Int 21, Wis 17, Cha 25
Skills: Hide +17, Intimidate +30, Knowledge (any two) +28, Listen +28, Search +32, Spot +32, Survival +3 (+5 following tracks)
Feats: Alertness[B], Disjunction Ray†, Flyby Attack, Focused Antimagic†, Great Fortitude, Improved Initiative, Improved Natural Attack (bite), Iron Will
† New feats described on page 45.
Environment: Cold hills
Organization: Solitary, hive (1 hive mother plus 3–6 beholders plus 2–4 directors), or city (1 hive mother plus 1–3 overseers plus 10–20 beholders plus 3–10 directors and 20–40 slaves, usually bugbears, gnolls, ogres, or minotaurs)
Challenge Rating: 16
Treasure: Triple standard
Alignment: Usually lawful evil
Advancement: 21–30 HD (Huge); 31–50 HD (Gargantuan); 51–60 HD (Colossal)
Level Adjustment: —

This massive sphere-shaped monstrosity is covered with spiny, razor-sharp plates of chitin and bone. The creature has a cavernous maw filled with multiple rows of swordlike teeth. A single huge eye protrudes from above the mouth, and above this eye ten smaller eyes, each recessed in a bony hood, are scattered across the upper surface of the sphere in a radial pattern.

The hive mother is an extraordinarily (and thankfully) rare creature found only in the largest beholder communities. Called "ultimate tyrants," or simply "ultimates," hive mothers rule beholder communities with tyranny and cruelty, and are mistakenly worshiped as deities by neighboring creatures of other races.

A hive mother is larger than a typical beholder, measuring about 12 feet across. The average hive mother weighs 15,000 pounds. As with other beholders, these creatures are asexual and genderless. The name "hive mother" was given to these monsters some time in the past by a misinformed (and now eaten) adventurer, but the name seems to have stuck.

Hive mothers speak Beholder and Common, and speak numerous other local languages as well.

Combat

Hive mothers prefer to let their minions do the fighting, but when drawn into combat, they fight in a manner similar to beholders. Against smaller opponents that don't seem to present a threat, a hive mother approaches to melee range to eat its foes alive.

Command Beholder (Sp): A hive mother can use *dominate monster* at will as a spell-like ability (caster level 20th), but only against beholders and beholderkin. A beholder can resist this effect with a successful DC 27 Will saving throw. This is the equivalent of a 9th-level spell.

Hive mothers are immune to the *command beholder* ability of other hive mothers.

If a hive mother loses control of a *dominated* beholder (as is the case if a *dominated* beholder is in the antimagic cone of another beholder), the hive mother immediately senses the loss of control, and knows the position and distance to the beholder at the time control was lost. If control does not return within a few rounds, the hive mother seeks out the rogue beholder to investigate and possibly punish it.

Eye Rays (Su): Each of a hive mother's ten small eyes can produce a magical ray once per round as a free action. Hive mothers can rotate and adjust their position with much greater speed and skill than normal beholders, and they can aim up to six eye rays at targets in any given 90-degree arc.

Each eye's effect resembles a spell (caster level 20th). Each ray has a range of 240 feet and a save DC of 27. The save DCs are Charisma-based.

The ten eye rays include:

Charm Monster: The target must succeed on a Will save or be affected as though by the spell.

Charm Person: The target must succeed on a Will save or be affected as though by the spell.

Disintegrate: The target must succeed on a Fortitude save or be affected as though by the spell.

Fear: This works like the spell, except that it targets one creature. The target must succeed on a Will save or be affected as though by the spell.

Finger of Death: The target must succeed on a Fortitude save or be slain as though by the spell. The target takes 3d6+20 points of damage if its saving throw succeeds.

Flesh to Stone: The target must succeed on a Fortitude save or be affected as though by the spell.

Inflict Critical Wounds: This works like the spell, causing 4d8+20 points of damage (Will save for half).

Sleep: This works like the spell, except that it affects one creature with any number of Hit Dice (Will negates).

Slow: This works like the spell, except that it affects one creature (Will negates).

Telekinesis: A hive mother can move objects or creatures that weigh up to 375 pounds, as though with a *telekinesis* spell. Creatures can resist the effect with a successful Will save.

Improved Grab (Ex): To use this ability, a hive mother must hit with its bite attack. It can then attempt to start a

Hive mother

Director

Eye of the deep

Illus. by M. Corie

grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold.

Swallow Whole (Ex): A hive mother can try to swallow a grabbed opponent that is at least two size categories smaller than itself by making a successful grapple check. Once swallowed, the opponent takes 2d8+7 points of crushing damage plus 2d8 points of acid damage per round from the hive mother's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 15 points of damage to the gizzard (Armor Class 20). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out. A Huge hive mother's gizzard can hold 1 Medium, 2 Small, 8 Tiny, or 32 Diminutive or smaller opponents.

Antimagic Cone (Su): A hive mother's central eye continually produces a 240-foot cone of antimagic. This functions just like *antimagic field* (caster level 20th). All magical and supernatural powers and effects within the cone are suppressed—even the hive mother's own eye rays. Once each round, during its turn, the hive mother decides whether the antimagic cone is active or not (the hive mother deactivates the cone by shutting its central eye).

Flight (Ex): A hive mother's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

DIRECTOR

Large Aberration
Hit Dice: 8d8+24 (60 hp)
Initiative: +1
Speed: 5 ft. (1 square), fly 20 ft. (good)
Armor Class: 24 (–1 size, +1 Dex, +10 natural, +4 deflection), touch 14, flat-footed 23
Base Attack/Grapple: +6/+11
Attack: Eye rays +6 ranged touch and tentacle +6 melee (1d6)
Full Attack: Eye rays +6 ranged touch and 3 tentacles +6 melee (1d6) and bite +4 melee (1d8)
Space/Reach: 10 ft./5 ft.
Special Attacks: Eye rays
Special Qualities: All-around vision, darkvision 60 ft., deflection, flight, spell resistance 16, verminbond
Saves: Fort +5, Ref +7, Will +7
Abilities: Str 12, Dex 12, Con 16, Int 15, Wis 12, Cha 19
Skills: Handle Animal +23*, Listen +14, Ride +22*, Search +6, Spot +18
Feats: Alertness[B], Mounted Archery, Mounted Combat, Multiattack
Environment: Cold hills
Organization: Solitary, pair, or cluster (3–6) plus an equal number of assorted vermin
Challenge Rating: 8
Treasure: Standard
Alignment: Usually lawful evil
Advancement: 9–16 HD (Large); 17–24 HD (Huge)
Level Adjustment: —

This bloated sphere of green flesh is armored with hundreds of interlocking chitinous plates. Six stalked eyes writhe atop the sphere, and three cruelly barbed tentacles trail below it. A single eye stares from one side of the sphere, just above a maw filled with needle-sharp teeth.

Directors serve as cavalry units for beholder cities; their ability to bond with and completely control their vermin mounts makes them invaluable as troops in wars against enemies of other races.

Directors are about 6 feet in diameter. An average director can weigh up to 1,800 pounds.

Directors speak Beholder and Common.

Combat

Although a director has several potent eye rays, it can also inflict terrible wounds with its bite and tentacles. Most directors avoid combat unless they have a bonded mount. When

bonded with a vermin, they control their mount and use their eye rays to deadly effect.

Eye Rays (Su): During a single round, a director can aim only two eye rays at targets in any one 90 degree arc (up, forward, backward, left, right, or down).

A director's eye rays have a range of 120 feet and a save DC of 18 (caster level 8th). The save DCs are Charisma-based. The six eye rays include:

Burning Ray: The target takes 2d6 points of fire damage.

Enervation: The target must succeed on a Fortitude save or gain a negative level. An affected creature regains the lost level after 8 hours.

Force Missile: The target takes 2d6 points of force damage.

Freezing Ray: The target takes 2d6 points of cold damage.

Minor Image: This works like the spell. Directors use this effect to create illusory distractions to draw off attacks from their enemies.

Slow: This works like the spell, except that it affects one creature. The target can make a Will save to negate the effect.

Deflection (Su): A director's central eye emits a strange, invisible field of force that surrounds the creature's body and the body of its bonded vermin mount (if it has one). This field grants both creatures a deflection bonus to their Armor Class and a Reflex saving throw bonus equal to the director's Charisma bonus.

Flight (Ex): A director's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

Verminbond (Su): As a full-round action, a director can attempt to *dominate* a creature of the vermin type that it hits with a melee touch attack. The touched vermin can make a DC 18 Will save to negate this effect. This save DC is Charisma-based. Normally, vermin are immune to mind-affecting spells and abilities, but the director's verminbond ability overcomes this immunity.

This effect is permanent, as long as the director remains in physical contact with the vermin. Typically, a director uses the vermin as a mount, using its tentacles to grip the vermin just behind the head. Monstrous centipedes and scorpions are favorite choices, but the director can control any vermin with this ability.

While the verminbond is in effect, the director can control the vermin's actions by making successful Ride checks; bonded vermin count as warhorses for the purpose of directing their actions in combat.

As long as this effect remains, the bonded vermin gains the benefits of the director's deflection ability. More important, both director and mount take half damage from all wounds and attacks that deal hit point damage. The amount of damage not taken by one creature is taken by the other.

***Skills**: Directors gain a +8 racial bonus on all Handle Animal and Ride checks.

EYE OF THE DEEP

Large Aberration (Aquatic)
Hit Dice: 12d8+48 (102 hp)
Initiative: +4
Speed: 5 ft. (1 square), fly 20 ft. (good), swim 30 ft.
Armor Class: 18 (–1 size, +9 natural), touch 9, flat-footed 18
Base Attack/Grapple: +9/+18
Attack: Eye rays +8 ranged touch and claw +14 melee (1d8+5)
Full Attack: Eye rays +8 ranged touch and 2 claws +14 melee (1d8+5) and bite +11 melee (1d8+2)
Space/Reach: 10 ft./5 ft.
Special Attacks: Baleful flash, constrict 2d6+5, eye rays, improved grab, *persistent image*
Special Qualities: All-around vision, darkvision 60 ft.
Saves: Fort +10, Ref +4, Will +10
Abilities: Str 20, Dex 10, Con 18, Int 12, Wis 14, Cha 15
Skills: Listen +19, Search +20, Spot +23, Survival +2 (+4 following tracks)
Feats: Ability Focus (baleful flash), Alertness[B], Great Fortitude, Improved Initiative, Multiattack, Weapon Focus (claw)
Environment: Cold aquatic
Organization: Solitary, pair, or cluster (3–6)
Challenge Rating: 8
Treasure: Double standard
Alignment: Usually lawful evil
Advancement: 13–20 HD (Large); 21–30 HD (Huge); 31–36 HD (Gargantuan)
Level Adjustment: —

This spherical creature floats silently in the murky water. Two stalked eyes writhe atop the sphere, and two large arms ending in crablike claws protrude from the sphere's underside. Brightly colored plates armor the sphere. A large eye stares from one side of the sphere, above a mouth filled with sharklike teeth. You can see flashes of light roiling deep within the eye.

An eye of the deep is an aquatic version of the more infamous land-based beholder. These monsters dwell in the deepest reaches of the oceans, but rise to the surface to menace those who dwell above the waves. These hateful and cruel creatures are fond of creating illusions of shipwreck survivors, small islands, mermaids, or whatever else they think might lure their victims closer. Some eyes of the deep can be found in relatively shallow waterways far underground.

Eyes of the deep are about 9 feet in diameter and weigh 6,000 pounds. They speak Common, Beholder, and Aquan.

Combat

An eye of the deep uses its baleful flash ability and eye rays to hinder foes at range so it can swim up close and tear them apart with its massive claws.

Baleful Flash (Su): As a free action, an eye of the deep can generate a flash of terrible white light from its central eye once per round. This flash affects all creatures in a 60-foot cone.

The baleful flash blinds creatures for 2d6 rounds and stuns them for half the duration of the blindness. A DC 22 Fortitude save negates the stun and reduces the blindness to dazzled. Sightless creatures are immune to this attack. The save DC is Constitution-based.

Constrict (Ex): An eye of the deep deals 2d6+5 points of damage with a successful grapple check.

Eye Rays (Su): Each of an eye of the deep's two small eyes can produce a magical ray once per round as a free action. Each ray has a range of 150 feet and a save DC of 18 (caster level 12th). The save DCs are Charisma-based. The two eye rays include:

Hold Monster: The target must succeed on a Will save or be affected as though by the spell.

Cone of Cold: This works like the spell, but affects only the creature touched by the ray (Reflex save for half).

Improved Grab (Ex): To use this ability, an eye of the deep must hit with its claw attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Persistent Image (Sp): As a standard action, an eye of the deep can create a *persistent image* (as the spell at caster level 12th). The eye of the deep cannot use its eye rays in the same round that it casts *persistent image*.

OVERSEER

Large Aberration
Hit Dice: 14d8+84 (147 hp)
Initiative: +5
Speed: 5 ft. (1 square)
Armor Class: 30 (–1 size, +1 Dex, +6 fungus armor, +14 natural), touch 10, flat-footed 29
Base Attack/Grapple: +10/+20
Attack: Eye rays +10 ranged touch and tentacle +15 melee (1d6+6)
Full Attack: Eye rays +10 ranged touch and 8 tentacles +15 melee (1d6+6) and 3 bites +10 melee (1d8+3)
Space/Reach: 10 ft./10 ft.
Special Attacks: *Command beholder*, constrict 1d6+6, eye rays, improved grab
Special Qualities: All-around vision, darkvision 60 ft., fungus, spell resistance 23
Saves: Fort +12, Ref +5, Will +13
Abilities: Str 22, Dex 13, Con 22, Int 20, Wis 18, Cha 22
Skills: Knowledge (any four) +22, Listen +21, Search +22, Spot +21, Survival +4 (+6 following tracks)
Feats: Alertness[B], Enlarge Spell, Great Fortitude, Improved Initiative, Metaray†, Maximize Spell
† New feat described on page 45.
Environment: Cold hills
Organization: Solitary, pair, or grove (2–4 plus 3–6 beholders and 3–6 directors)
Challenge Rating: 15
Treasure: Double standard
Alignment: Always lawful evil
Advancement: 15–28 HD (Huge); 29–42 HD (Gargantuan)
Level Adjustment: —

This creature resembles a black, rubbery tree of undulant flesh. Thick, matted sheets of wiry fungus grow all over its surface. The tree's thirteen gnarled branches each end in a single large eye. Three fanged maws gurgle lower on the tree's trunk, and it supports itself with a thick, coiling mass of eight long tentacles.

Overseers serve hive mothers as subordinates in large beholder communities, similar to the way humanoid rulers employ others as guards or governors. The rare overseer that does not belong to a beholder community seeks out societies of other creatures to infiltrate and dominate from behind the scenes. An overseer is uncomfortable without a large number of subservient minions to tend to its real (or imagined) needs.

An overseer is normally about 15 feet tall and weighs 4,000 pounds. They speak Beholder and Common.

Combat

Unlike most other beholderkin, overseers have a large number of physical attacks that they can use in melee combat to great effect. Nevertheless, they prefer to let their minions handle such crude activities as melee combat, and concentrate on using their eye rays against enemies. An overseer's greatest

Overseer

Illus. by C. Fix

weakness is its lack of mobility; when faced with a foe that uses greater mobility to stay out of range of its eye rays, an overseer typically retreats to plot revenge on its own terms. Most overseers keep at least one magic item that allows some form of teleportation handy for just such an event.

Command Beholder (Sp): An overseer can use *dominate monster* at will as a spell-like ability (caster level 14th), but only against beholders and beholderkin (except for hive mothers and other overseers). A beholder can resist this effect with a DC 23 Will saving throw. The save DC is Charisma-based. This is the equivalent of a 9th-level spell.

The maximum number of beholders an overseer can command at one time equals its Hit Dice plus its Charisma modifier. Thus, the average overseer can command up to 20 beholders or beholderkin at a time.

If an overseer loses control of a *dominated* beholder (as is the case if a *dominated* beholder is in the antimagic cone of another beholder), the overseer can immediately sense the loss of control and knows the position and distance to the beholder at the time control was lost. If control does not return within a few rounds, the overseer seeks out the rogue beholder to investigate and possibly punish it.

Constrict (Ex): An overseer deals 1d6+6 points of damage with a successful grapple check.

Eye Rays (Su): Each of a director's thirteen small eyes can produce a magical ray once per round as a free action (except for its major creation eye ray; see below). An overseer's long branches allow it to aim up to five eye rays at targets in any given 90-degree arc. It typically attacks with only four rays in any round, leaving it with the option to use its reactive spell turning or reactive spell immunity eye ray as needed.

Each ray has a range of 180 feet, a save DC of 23, and a caster level of 14th. The save DCs are Charisma-based. The thirteen eye rays include:

Chain Lightning: This works like the spell, except that if the eye ray misses the initial target, the effect is wasted. Only if the initial target is hit does the lightning arc to other targets.

Crushing Despair: This works like the spell, except that it affects only a single target (Will save negates).

Dominate Person: The target must succeed on a Will save or be affected as though by the spell.

Greater Dispel Magic: This works like the spell, except that an overseer cannot perform an area dispel. If it wishes, it can prepare an action to use this eye to perform a counterspell, but if it does so, it must successfully hit the spellcaster in question.

Hold Monster: This works like the spell (Will negates).

Major Creation: An overseer uses this eye ray to create miscellaneous gear and equipment for itself or its minions (as the spell) as it deems necessary. It has no offensive function. This eye ray requires a full-round action to use.

Polar Ray: The target takes 14d6 points of cold damage.

Reactive Spell Immunity: Once per round, this eye can be used to negate a single spell that affects the overseer as the spell is being cast. The overseer must successfully hit the creature that cast the spell in question; if successful, it is immune to that casting of that particular spell. If the spell affects multiple targets or an area, it affects any other targets or the area normally, but the overseer remains immune to its effect. An overseer cannot use this eye ray if it is considered flat-footed against the source of the spell.

Reactive Spell Turning: Once per round, this eye can be used to reflect a single-target spell that targets the overseer back to its source as an eye ray. The overseer must hit the source with the eye ray; otherwise, the reflected spell dissipates harmlessly. An overseer cannot use this eye ray if it is considered flat-footed against the source of the spell.

Stunning: The target must succeed on a Fortitude save or be stunned for 1d4 rounds.

Suggestion: The target must succeed on a Will save or be affected as though by the spell.

Telekinesis: An overseer can move objects or creatures that weigh up to 350 pounds, as though with a *telekinesis* spell. Creatures can resist the effect with a successful Will save.

Temporal Stasis: The target must succeed on a Fortitude save or be affected as though by the spell.

Improved Grab (Ex): To use this ability, an overseer must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Fungus (Ex): An overseer's protective layer of thick, wiry fungus provides a +6 armor bonus to its Armor Class. This fungus doesn't impede or restrict the overseer's movement in any way. The fungus reacts to the overseer's moods, and changes color as the beholderkin's emotions change.

SPECTATOR

Medium Aberration (Extraplanar)
Hit Dice: 4d8+8 (26 hp)
Initiative: +5
Speed: 5 ft. (1 square), fly 20 ft. (good)
Armor Class: 16 (+1 Dex, +5 natural), touch 11, flat-footed 15
Base Attack/Grapple: +3/+3
Attack: Eye rays +4 ranged touch attack and bite +3 melee (1d6)
Full Attack: Eye rays +4 ranged touch attack and bite +3 melee (1d6)
Space/Reach: 5 ft./5 ft.
Special Attacks: Eye rays, spell-like abilities
Special Qualities: All-around vision, darkvision 60 ft., flight, planar fast healing, spell turning, spell resistance 12
Saves: Fort +3, Ref +2, Will +5
Abilities: Str 10, Dex 12, Con 14, Int 14, Wis 12, Cha 15
Skills: Knowledge (the planes) +9, Listen +3, Search +13, Sense Motive +8, Spot +14, Survival +1 (+3 following tracks)
Feats: Alertness[B], Flyby Attack, Improved Initiative
Environment: Clockwork Nirvana of Mechanus
Organization: Solitary, pair, or cluster (3–6)
Challenge Rating: 4

Treasure: Standard
Alignment: Usually lawful neutral
Advancement: 5–12 HD (Medium)
Level Adjustment: —

This spherical creature's leathery body is crowned with four slender eyestalks, each terminating in a small lidless eye. A fifth eye, much larger than these, is located on the front of the sphere, above a toothy maw.

Spectators are the most moderate and calm of the beholderkin. Native to the Clockwork Nirvana of Mechanus, these extraplanar beholderkin are encountered on the Material Plane as guardians. Spectators have been known to spend decades contemplating philosophical and theological questions, and engage adventurers and explorers in such conversations when they are encountered. They rarely attack others on sight, and they prefer to flee from attacks by powerful creatures.

Spectators are about 3 feet in diameter and weigh about 250 pounds. They speak Beholder and Common.

Spectator

Combat

Although a spectator prefers to avoid combat entirely, it is by no means defenseless. If forced to fight or defend an object it is guarding, it is capable of inflicting great harm with its eye rays.

Eye Rays (Su): Each of a spectator's four small eyes can produce a magical ray once per round as a free action. During a single round, it can aim only one eye ray at targets in any one 90-degree arc (up, forward, backward, left, right, or down). Each ray has a range of 60 feet and a save DC of 14 (caster level 6th). The save DCs are Charisma-based. The four eye rays include:

Fatigue: The target must make a Fortitude save or become fatigued. A fatigued creature that fails to save against this effect becomes exhausted.

Inflict Moderate Wounds: This ray works like the spell, causing 2d8+6 points of damage (Will half).

Hold Monster: The target must succeed on a Will save or be affected as though by the spell.

Telepathy: A spectator can communicate telepathically with its target for the round. As a free action, a spectator can make a *suggestion* (as the spell; Will negates) to any creature it is currently telepathically speaking to.

Spell-Like Abilities: 3/day—*create food and water*; 1/day—*plane shift* (DC 17). Caster level 6th. The save DCs are Charisma-based.

Flight (Ex): A spectator's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

Planar Fast Healing (Ex): While on Mechanus, a spectator has fast healing 3.

Spell Turning (Su): A spectator's central eye produces a 90-foot cone that reflects any spell cast upon it by a creature within the cone back upon its source. This functions just like *spell turning* (caster level 6th). Up to one spell can be reflected per round.

CILDABRIN

Large Aberration
Hit Dice: 11d8+55 (104 hp)
Initiative: +3
Speed: 50 ft. (10 squares), climb 20 ft.
Armor Class: 19 (–1 size, +3 Dex, +7 natural), touch 12, flat-footed 16
Base Attack/Grapple: +8/+23
Attack: Pincer +14 melee (1d6+7)
Full Attack: 2 pincers +14 melee (1d6+7), tail stinger +12 melee (1d8+3 plus poison)
Space/Reach: 10 ft./10 ft.
Special Attacks: Constrict 1d6+10, improved grab, poison, spell-like abilities
Special Qualities: Darkvision 60 ft., tremorsense 60 ft.
Saves: Fort +8, Ref +6, Will +7
Abilities: Str 24, Dex 17, Con 21, Int 11, Wis 10, Cha 13
Skills: Climb +22, Jump +22, Move Silently +10, Spot +11
Feats: Dodge, Mobility, Multiattack, Spring Attack
Environment: Underground
Organization: Solitary
Challenge Rating: 7
Treasure: 50% coins, 50% goods, 50% items
Alignment: Usually neutral evil
Advancement: 12–21 HD (Large); 22–33 HD (Huge)
Level Adjustment: —

This spiderlike horror has long pincers in place of its forelegs, and a scorpion's tail in place of the spider's spinnerets. The body itself is chitinous and blue-black, but tufts of dark brown hair, like those of a tarantula, grow out of the joints. The creature's eight turquoise eyes don't seem to reflect any light.

Illus. by J. Nelson

Cildabrin

Illus. by S. Ellis

Cildabrins are subterranean hunters that prefer temperate or warm underground regions. Incapable of spinning normal webs, cildabrins roam their territory like great wolves, looking for any prey they can catch and tear to shreds with their powerful pincers. Once they catch their food, it is poisoned into submission or killed. The cildabrin then retreats to its lair—a warm, dark cave—to eat at its leisure. It devours its prey like a scorpion rather than a spider; its pincers tear off shreds of flesh small enough for the creature to chew with its mandibles. A cildabrin has no interest in any gear or valuables its prey carries, beyond the possibility that scattering such items around its territory might attract more prey.

Sages speculate that cildabrins might be a created race, not one that evolved naturally. Those who espouse this theory point to the aberration's remarkable similarities to two other natural kinds of arachnid creatures: hunting spiders (such as tarantulas) and scorpions. Cildabrins seem incapable of true speech but can communicate with other arachnids. They are sentient; they merely lack the means to vocalize sounds.

When roaming underground, cildabrins sometimes stray perilously close to dungeons, sewers, crypts, and other subterranean elements of civilization. Despite legends to the contrary, it does not seem that cildabrins are tools of the drow. The dark elves fear these terrible beasts at least as much as other humanoids do. In fact, some religious sects among the drow consider the appearance of a cildabrin to be a dire omen. For their own part, these aberrations seem to prefer dwarf flesh above all else.

COMBAT

As a solitary hunter, a cildabrin prefers to stalk its prey. It slowly closes the distance to the quarry after using its spell-like *silence* ability, and then leaps to the attack. If hunting a lone figure or a small group, a cildabrin remains in melee, trying to kill or incapacitate as many targets as possible. If engaging a large or powerful group of prey, a cildabrin uses its Spring Attack feat to snatch up one or two targets, tries to trap any remaining foes in its *spike stones*, casts *darkness* to cover its escape, and then flees to kill and consume its prey later in safety. Its long claws and segmented, scorpionlike tail give it exceptional reach in combat.

Constrict (Ex): A cildabrin deals an extra 1d6+10 points of damage with a successful grapple check.

Improved Grab (Ex): To use this ability, a cildabrin must successfully attack with a pincer. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, the cildabrin establishes a hold and deals constrict damage. Cildabrins gain a +4 racial bonus on grapple checks.

A cildabrin might choose to grapple with one pincer only (grapple bonus +3), especially against Small opponents or opponents that have been weakened by its poison. This tactic leaves the monster free to move or use its other attacks against different opponents.

Poison (Ex): Injury, Fortitude DC 20, initial and secondary damage 1d6 Str. The save DC is Constitution-based.

Spell-Like Abilities: 3/day—*darkness*, *silence* (DC 16), *spike stones* (DC 16). Caster level 11th. The save DCs are Charisma-based.

Skills: Cildabrins have a +8 racial bonus on Climb checks and a +4 racial bonus on Spot checks. A cildabrin can always choose to take 10 on Climb checks, even if rushed or threatened.

CLOAKER, SHADOWCLOAK ELDER

Advanced 7th-level Shadow Cloaker Sorcerer
Huge Aberration (Extraplanar)
Hit Dice: 10d8+70 plus 7d4+49 (181 hp)
Initiative: +7
Speed: 15 ft. (3 squares), fly 60 ft. (average)

Armor Class: 26 (–2 size, +3 Dex, +11 natural, +4 *mage armor*), touch 11, flat-footed 23
Base Attack/Grapple: +10/+26
Attack: Tail slap +16 melee (2d6+8)
Full Attack: Tail slap +16 melee (2d6+8) and bite +11 melee (2d6+4)
Space/Reach: 15 ft./10 ft.
Special Attacks: Engulf, moan, spells
Special Qualities: Damage reduction 5/magic, darkvision 60 ft., low-light vision, *plane shift*, resistance to cold 15, save bonus, shadow blend, shadow shift, spell resistance 22
Saves: Fort +14, Ref +10, Will +16
Abilities: Str 26, Dex 17, Con 24, Int 16, Wis 14, Cha 22
Skills: Concentration +14, Hide +8, Intimidate +13, Knowledge (arcana) +10, Knowledge (dungeoneering) +10, Listen +15, Move Silently +21, Search +6, Sense Motive +6, Spellcraft +10, Spot +15
Feats: Combat Reflexes, Flyby Attack, Improved Initiative, Improved Natural Attack (tail), Improved Natural Armor, Spell Focus (illusion)
Environment: Plane of Shadow
Organization: Solitary, mob (1 shadowcloak elder plus 3–6 cloakers), or flock (1 shadowcloak elder plus 7–12 cloakers)
Challenge Rating: 11
Treasure: Standard
Alignment: Usually neutral evil
Advancement: By class
Level Adjustment: —

Shadowcloak elder

A great, menacing shadow hovers in the air, with hateful red eyes and a crooked maw full of needlesharp fangs. Its raylike body ripples in shades of black, gray, and pallid white, and it has a long, lashing whip of a tail.

Deep underground, cloakers build citylike nests of swooping shadows and crawling darkness. The secret rulers of these dark cities lurk behind the perceived leaders—the shadowcloak elders, cloakers of great size and power, tainted with the substance of shadow and skilled in dark sorcery. Sinister and inscrutable, shadowcloak elders occasionally emerge from secrecy to lead their lesser fellows in raids and patrols of the nearby territory, in search of slaves and food.

An average shadowcloak elder has a wingspan of 12 feet and weighs 400 pounds. Shadowcloak elders speak Undercommon.

A shadowcloak elder is a cloaker advanced to 10 Hit Dice (size Huge), with the shadow creature template and seven sorcerer levels.

COMBAT

Shadowcloak elders are clever and resourceful opponents with numerous strange abilities. They coordinate the efforts of their cloaker followers, so that some cloakers constantly moan while others attack the weakened and disoriented prey. A shadowcloak elder hovers out of melee range to attack enemy spellcasters with its own spells while its minions do their grisly work, counting on its shadow blend power to stay out of sight.

If confronted by a dangerous spellcaster, a shadowcloak elder might swoop in and engulf the enemy, hoping to smother the offending caster with one bold stroke.

Engulf (Ex): A shadowcloak elder can try to wrap a Large or smaller creature in its body as a standard action. The shadowcloak elder attempts to initiate a grapple that does not provoke attacks of opportunity. If it wins the grapple check, it establishes a hold and makes an immediate bite attack against the engulfed victim with a +4 bonus on its attack roll. It can still use its whiplike tail to strike at other targets.

Attacks that hit an engulfing shadowcloak elder deal half damage to the monster and half to the trapped victim.

Moan (Ex): A shadowcloak elder can emit a dangerous subsonic moan (a sonic, mind-affecting ability) as a standard action. By changing the frequency, a shadowcloak elder can create one of four effects, which are described below. Shadowcloak elders are immune to the moans of other cloakers. Unless otherwise specified, a creature that successfully saves against one of these effects cannot be affected by the same moan effect from the same cloaker for 24 hours. All save DCs for moan effects are Charisma-based.

Unnerve: Anyone within a 60-foot spread automatically takes a –2 penalty on attack and damage rolls. Those forced to hear the moan for more than 6 consecutive rounds must succeed on

Illus. by D. Crabapple

a DC 21 Will save or enter a trance, unable to attack or defend themselves until the moaning stops.

Fear: Anyone within a 30-foot spread must succeed on a DC 21 Will save or become panicked for 2 rounds.

Nausea: Anyone in a 30-foot cone must succeed on a DC 21 Fortitude save or fall prone and become nauseated for 1d4+1 rounds.

Stupor: A single creature within 30 feet must succeed on a DC 21 Fortitude save or be affected as if by a *hold monster* spell for 5 rounds. Even after a successful save, the creature must repeat the save if the shadowcloak elder uses this effect again.

Spells: This shadowcloak elder is a 7th-level sorcerer. Different shadowcloak elders might know different spells.

Typical Sorcerer Spells Known (6/8/8/5 per day; caster level 7th): 0—*daze* (DC 16), *detect magic, ghost sound* (DC 17), *mage hand, ray of frost* (+11 ranged touch), *read magic, touch of fatigue* (+16 melee touch; DC 16); 1st—*color spray* (DC 18), *mage armor*, magic missile, protection from good, ray of enfeeblement* (+11 ranged touch); 2nd—*minor image* (DC 19), *see invisibility, web* (DC 18); 3rd—*haste, lightning bolt* (DC 19).

* Already cast.

Plane Shift (Sp): 1/day, caster level 17th. A shadowcloak elder can *plane shift* only to or from the Plane of Shadow.

Save Bonus (Su): A shadowcloak elder gains a +2 luck bonus on all saving throws due to its shadow creature template. This is already included in the save modifiers given above.

Shadow Blend (Su): In any conditions other than full daylight, a shadowcloak elder can disappear into the shadows, giving it total concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability, but a *daylight* spell will.

Shadow Shift (Su): A shadowcloak elder can manipulate shadows. This ability is effective only in shadowy areas and has three possible effects.

Obscure Vision: The shadowcloak elder gains concealment (20% miss chance) for 1d4 rounds. Normally, a shadowcloak elder uses this ability only if its shadow blend is negated.

Dancing Images: This effect duplicates a *mirror image* spell (caster level 10th).

Silent Image: This effect duplicates a *silent image* spell (DC 17, caster level 10th). The save DC is Charisma-based.

Skills: The shadowcloak elder gains a +6 racial bonus on Move Silently checks.

ELDER BRAIN

Large Aberration
Hit Dice: 26d8+364 plus 3 (484 hp)
Initiative: +5
Speed: 10 ft. (2 squares), fly 30 ft. (good), swim 30 ft.
(Elder brains use their base speed only when they are relocating themselves to a new pool.)
Armor Class: 30 (–1 size, +1 Dex, +20 natural), touch 10, flat-footed 29
Base Attack/Grapple: +19/+24
Attack: Tendril +20 melee (1d6+1 plus extract)
Full Attack: 4 tendrils +20 melee (1d6+1 plus extract)
Space/Reach: 10 ft./10 ft.
Special Attacks: Extract, improved grab, *mind blast*, *psionics*, spells
Special Qualities: Blindsight 240 ft., bud brain golem, damage reduction 15/adamantine, regeneration 10, resistance to cold 10 and fire 10, spell resistance 34, telepathic awareness
Saves: Fort +24, Ref +11, Will +24
Abilities: Str 13, Dex 13, Con 38, Int 28, Wis 25, Cha 26
Skills: Bluff +37, Concentration +43, Diplomacy +41, Disguise +8 (+10 acting in character), Intimidate +41, Knowledge (arcana) +38, Knowledge (history) +38, Knowledge (the planes) +38, Listen +38, Sense Motive +36, Spellcraft +42, Spot +36, Survival +7 (+9 on other planes)
Feats: Alertness, Great Fortitude, Improved Initiative, Iron Will, Lightning Reflexes, Quicken Spell-Like Ability (*charm monster*), Quicken Spell-Like Ability (*mass suggestion*), Toughness, Weapon Focus (tendril)
Environment: Underground
Organization: Solitary
Challenge Rating: 25
Treasure: Standard
Alignment: Always lawful evil
Advancement: 27–38 HD (Large); 39–78 HD (Huge)

Here lies a great, fibrous mass of fused brain tissue, covered in writhing tendrils. It pulsates and glows like an ember, releasing visible flares of psychic power.

An elder brain is the ultimate stage of the mind flayer life cycle. A malevolent being of godlike intellect, an elder brain serves as the center of any mind flayer city, guiding its host community toward the fulfillment of its dark dreams of illithid dominion.

An elder brain spends most of its existence floating within the depths of a briny pool in a protected cavern at the heart of a mind flayer city. Its visible psychic energy is a side effect of the power that allows it to remain active long after the bodily deaths of the individual mind flayers whose brains compose its form.

An elder brain can speak telepathically with any creature within 350 feet that has a language (see Telepathic Awareness, below).

COMBAT

An elder brain uses its quickened spell-like abilities in the same round that it makes melee attacks with its tendrils, if possible. It begins a combat against multiple foes with a *mind blast*.

Extract (Ex): An elder brain that begins its turn with a tendril attached to an opponent and makes a successful grapple check automatically extracts the opponent's brain, instantly killing that creature. This power is useless against constructs, elementals, oozes, plants, and undead. Extraction is not instantly fatal to foes with multiple heads.

Improved Grab (Ex): To use this ability, an elder brain must hit a Small to Gargantuan creature with its tendril attack. If it gets a hold, it sinks the tendril into the opponent's head

and can try to extract in the next round. The opponent can escape with a single successful grapple check or Escape Artist check, but the elder brain gets a +2 circumstance bonus for the deep attachment, and the opponent takes 1d6 points of damage from ripping the tendril free.

Mind Blast (Sp): This psionic attack is a cone 60 feet long. Anyone caught in this cone must succeed on a DC 31 Will save or be stunned for 3d4 rounds. An elder brain can use this ability once every 1d4 rounds. The save DC is Charisma-based. This ability is the equivalent of a 4th-level spell.

Psionics (Sp): At will—*astral projection, charm monster* (DC 22), *detect thoughts* (DC 20), *dominate monster* (DC 27), *mass suggestion* (DC 24), *plane shift*. Caster or manifester level 20th. The save DCs are Charisma-based.

Spells: An elder brain casts spells as a 20th-level sorcerer.

Typical Sorcerer Spells Known (6/8/8/8/8/7/7/7/7/6 per day; caster level 20th): 0—*acid splash* (+19 ranged touch), *daze* (DC 18), *detect magic, detect poison, flare* (DC 18), *mage hand, ray of frost* (+19 ranged touch), *read magic, touch of fatigue* (+19 melee touch; DC 18); 1st—*comprehend languages, identify, ray of enfeeblement* (+19 ranged touch), *shield, true strike;* 2nd—*locate object, obscure object* (DC 20), *resist energy, scorching ray* (+19 ranged touch), *touch of idiocy* (+19 melee touch); 3rd—*clairaudience/clairvoyance, dispel magic, displacement, nondetection;* 4th—*detect scrying, dimensional anchor* (+19 ranged touch), *Evard's black tentacles, scrying* (DC 22); 5th—*dismissal* (DC 23), *sending, telekinesis* (DC 23), *teleport;* 6th—*analyze dweomer, chain lightning* (DC 24), *greater dispel magic;* 7th—*insanity* (DC 25), *summon monster VII, vision;* 8th—*discern location, maze, screen* (DC 26); 9th—*energy drain* (+19 ranged touch), *Mordenkainen's disjunction, prismatic sphere* (DC 27).

If you use the *Expanded Psionics Handbook* in your campaign, alter the creature as described in the Psionic Elder Brain sidebar.

Blindsight (Ex): An elder brain has no visual organs but can "see" by using psychic energy to ascertain objects and creatures within 240 feet.

Bud Brain Golem (Ex): Once per day, an elder brain can bud a portion of its flesh, forming a golemlike creature composed of fused and hardened brains. An elder brain can never have more than three active brain golems at a time. Brain golems are discussed on page 65.

Elder brain

Illus. by W. England

PSIONIC ELDER BRAIN

If you use the *Expanded Psionics Handbook* in your game, alter the elder brain as follows:

Large Aberration (Psionic)

Hit Dice: 26d8+364 plus 3 (484 hp)

Special Attacks: Extract, improved grab, *mind blast,* psionic powers

Skills: Bluff +37, Concentration +43, Diplomacy +41, Disguise +8 (+10 acting in character), Intimidate +41, Knowledge (dungeoneering) +38, Knowledge (the planes) +38, Knowledge (psionics) +38, Listen +38, Psicraft +42, Sense Motive +36, Spot +36, Survival +7 (+9 on other planes)

Feats: Alertness, Great Fortitude, Improved Initiative, Iron Will, Lightning Reflexes, Psionic Meditation, Quicken Power, Toughness, Weapon Focus (tendril)

A psionic elder brain does not cast spells or possess the spell-like abilities described as "psionics" in the main entry. Instead, it manifests psionic powers as a 20th-level psion (telepath). The save DCs are Intelligence-based.

Typical Psion Powers Known (power points 423): 1st—*defensive precognition, detect psionics, mind thrust* (DC 20), *psionic charm* (DC 20), *vigor;* 2nd—*body equilibrium, ego whip* (DC 21), *id insinuation* (DC 21), *psionic levitate, psionic suggestion* (DC 21), *read thoughts* (DC 21); 3rd—*body adjustment, body purification, dispel psionics, false sensory input* (DC 22), *mental barrier;* 4th—*intellect fortress, personality parasite* (DC 23), *psionic dimension door, psionic divination, psionic dominate* (DC 23), *schism;* 5th—*adapt body, mind probe* (DC 24), *psionic plane shift, psychic crush* (DC 20), *shatter mind blank* (DC 24); 6th—*energy wave* (DC 25), *mass cloud mind* (DC 25), *psionic disintegrate* (DC 25), *psionic true seeing;* 7th—*crisis of life* (DC 26), *insanity* (DC 26), *personal mind blank;* 8th—*mind seed* (DC 27), *psionic greater teleport, true metabolism;* 9th—*apopsi* (DC 28), *assimilate* (DC 28), *microcosm, psychic chirurgery* (DC 28).

Regeneration (Ex): An elder brain takes normal damage from sonic- and acid-based attacks.

Telepathic Awareness (Su): Within a radius of 350 feet, the elder brain detects all creatures whose minds are not shielded with an effect such as *mind blank*, even through solid rock. Within this same range, it can communicate with any creature that has a language.

ELDER BRAIN SOCIETY

An elder brain is the physical and spiritual center of its illithid community. It serves as a living repository of the community's technology, history, and psionic expertise, as well as its advisor (or more often, as its *de facto* leader).

It is the right and obligation of every illithid to merge with the elder brain when its natural life span nears its end. Though most illithids hope otherwise, their sacrifice is complete—their egos are subsumed, and their gray matter serves only to revitalize the elder brain.

An elder brain preys upon the thousands of illithid tadpoles that share its briny pool. The tadpoles that survive are deemed strong enough to be used to create true illithids.

ELDER EIDOLON

Illus. by M. Phillippi

The art of crafting magical constructs to serve as guardians has existed for eons. It was an old practice when the humanoid races took their first tentative steps toward the mastery of magic, and today, most constructs that exist are based on the humanoid form. Yet constructs from previous epochs still exist in the darkest, most secluded regions of the world. Known collectively as elder eidolons, these ageless creatures guard sites that have long since been abandoned, the races that built them having faded into obscurity. Eidolons are all that remain of these ancient races, and from their form one can surmise that the world is better off without them.

An elder eidolon is built of ancient rock, basalt, porphyry, obsidian, or other igneous stone. Its surface is covered with ancient runes or glyphs from forgotten, dead languages. While the features of an eidolon might appear somewhat eroded or timeworn, the creatures remain quite sturdy and dangerous. Eidolons are mindless, and do only what they are ordered to do by their creators. The process for creating eidolons has long since passed into antiquity, so eidolons that still exist are without masters. They continue to perform their prior tasks, relentless and eternal in their obedience. These instructions must be simple, such as "Remain here and attack any humanoids that enter this room" or "Patrol the perimeter of this building." Often, the focus of an eidolon's task has long since crumbled away, yet the construct continues to guard or patrol for eons after the location itself has gone to dust.

Damaged eidolons repair themselves quickly, or can be repaired in an appropriate workshop or laboratory. The person performing the repairs must have the Craft Construct feat or 10 ranks in Knowledge (architecture and engineering), and must spend 50 gp and 1 hour per hit point restored.

SAMPLE ELDER EIDOLON

Elder Eidolon Kraken
Gargantuan Construct
Hit Dice: 20d10+60 (170 hp)
Initiative: +0
Speed: Swim 20 ft.
Armor Class: 28 (–4 size, +18 natural, +4 deflection), touch 10, flat-footed 28
Base Attack/Grapple: +15/+43
Attack: Tentacle +27 melee (2d8+16/19–20)
Full Attack: 2 tentacles +27 melee (2d8+16/19–20) and 6 arms + 22 melee (1d6+8) and bite +22 melee (4d6+8)
Space/Reach: 20 ft. (9 squares)/15 ft. (60 ft. with tentacle, 30 ft. with arm)
Special Attacks: Constrict 2d8+24 or 1d6+24, improved grab, insanity aura
Special Qualities: Construct traits, damage reduction 10/adamantine, darkvision 60 ft., fast repair 5, immunity to magic, low-light vision, otherworldly geometry
Saves: Fort +6, Ref +6, Will +6
Abilities: Str 42, Dex 11, Con —, Int —, Wis 11, Cha 1
Skills: —
Feats: Improved Critical (tentacle)
Environment: Any
Organization: None
Challenge Rating: 15
Treasure: None
Alignment: Always neutral
Advancement: —
Level Adjustment: —

Elder eidolon

This huge statue of black, glossy stone resembles an immense squid with two staring eyes and a mass of tentacles. Its body shimmers and wavers, almost as if it's not quite all there.

Combat

An eidolon kraken strikes opponents with its barbed tentacles, then grabs and crushes them with its arms or drags victims into its huge jaws. An opponent can make sunder attempts against an eidolon kraken's tentacles or arms as if they were weapons. An eidolon kraken's tentacles have 20 hit points, and its arms have 10 hit points. If it's grappling a target with one tentacle or arm, it uses another limb to make its attack of opportunity against the sunder attempt. Severing a tentacle or arm deals damage to the eidolon equal to half the limb's full normal hit points; this damage bypasses the creature's damage reduction. Since an eidolon kraken has fast repair, any damage done to a tentacle or arm repairs at the rate of 5 hit points per round. Severed tentacles or arms regrow in 1d10+10 days.

Constrict (Ex): An eidolon kraken deals 1d6+24 (arm) or 2d8+24 (tentacle) points of damage with a successful grapple check.

Improved Grab (Ex): To use this ability, an eidolon kraken must hit a creature with a tentacle or arm attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple, it establishes a hold and immediately deals constrict damage.

Insanity Aura (Su): Any living creature within 10 feet of an eidolon kraken must make a DC 20 Will saving throw each round or become *confused* for 1 round. The save DC is Wisdom-based.

Fast Repair (Ex): An eidolon kraken repairs damage to itself at a rate of 5 hit points per round as long as it is above 0 hit points.

Immunity to Magic (Ex): An eidolon kraken is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted below.

Etherealness immediately repairs damage to an eidolon equal to the spell's caster level. *Dimensional anchor* causes an eidolon to cease functioning for 1 round (treat as if dazed). *Dimensional lock* does not interfere with an eidolon's operation, but an eidolon that enters the area of a *dimensional lock* spell or similar effect loses the benefits of its otherworldly geometry and its insanity aura.

A *transmute rock to mud* spell slows an eidolon (as the *slow* spell) for 2d6 rounds, with no saving throw, while *transmute mud to rock* heals all of its lost hit points.

A *stone to flesh* spell does not actually change an eidolon's structure, but negates its damage reduction and immunity to magic for 1 round.

Otherworldly Geometry (Su): An eidolon kraken's form incorporates what should be impossible geometrics. This grants it a +4 deflection bonus to its Armor Class.

CREATING AN ELDER EIDOLON

"Elder eidolon" is an inherited template that can be added to any aberration, animal, dragon, giant, humanoid, magical beast, monstrous humanoid, plant, or vermin. An eidolon uses all the base creature's statistics and special abilities except as noted here.

Size and Type: The creature's type changes to construct. It loses all subtypes and does not gain the augmented subtype. It uses all the base creature's statistics and special abilities except as noted here. Recalculate base attack bonus, saving throws, feats, and skills as described below.

Hit Dice: Drop any Hit Dice gained from class levels (to a minimum of 1 Hit Die) and change remaining Hit Dice to d10s. As a construct, the creature loses any bonus hit points for a high Constitution, but gains bonus hit points based on its size, as shown below:

Size	Bonus Hit Points
Small	10
Medium	20
Large	30
Huge	40
Gargantuan	60
Colossal	80

Armor Class: The creature's natural armor improves by 4 points. The creature also gains a +4 deflection bonus to its Armor Class, since its form does not wholly exist in the Material Plane. See Otherworldly Geometry, below.

Base Attack: The creature's base attack bonus changes to its Hit Dice 3/4, as a cleric.

Attack: An elder eidolon retains all the natural attacks, manufactured weapon attacks, and weapon proficiencies of the base creature. An eidolon based on a creature that has no natural attacks gains a slam attack as shown below, which it can use in place of a manufactured weapon attack. (An eidolon with two slams can wield a weapon in one hand and make a slam attack with its off-hand at a –5 penalty, adding half its Str bonus to the damage roll).

Size	Attack
Tiny	1 slam (1d2 plus 1-1/2 Str bonus)
Small	1 slam (1d3 plus 1-1/2 Str bonus)
Medium	1 slam (1d4 plus 1-1/2 Str bonus)
Large	2 slams (1d6 plus Str bonus)
Huge	2 slams (2d6 plus Str bonus)
Gargantuan	2 slams (3d6 plus Str bonus)
Colossal	2 slams (4d6 plus Str bonus)

Special Attacks: An elder eidolon loses all of the supernatural special attacks, spell-like abilities, and extraordinary special attacks allowing a saving throw based on Constitution. It retains extraordinary special attacks that do not permit a saving throw (such as rake, rend, or constrict) or that allow a saving throw based on Strength (such as trample). In addition, an eidolon gains the following special attack:

Insanity Aura (Su): The elemental forces that power an elder eidolon warp time and space and cause horrible hallucinations

in those nearby. Any living creature within 10 feet of an eidolon must make a successful Will saving throw (DC 10 + 1/2 the eidolon's Hit Dice + Wis modifier) each round or become *confused* for 1 round.

Special Qualities: An elder eidolon loses all special qualities of the base creature, but gains the special qualities listed below.

Construct Traits: An eidolon has immunity to poison, sleep effects, paralysis, stunning, disease, death effects, necromancy effects, mind-affecting spells and abilities (charms, compulsions, phantasms, patterns, and morale effects), and any effect that requires a Fortitude save unless it also works on objects or is harmless. It is not subject to extra damage from critical hits, nonlethal damage, ability damage, ability drain, fatigue, exhaustion, or energy drain. It cannot heal damage, but it can be repaired. It has darkvision out to 60 feet and low-light vision.

Damage Reduction: An eidolon gains damage reduction based on the base creature's Hit Dice:

Hit Dice	Damage Reduction
1–3	1/adamantine
4–6	3/adamantine
7–10	5/adamantine
11–15	7/adamantine
16 or more	10/adamantine

Fast Repair (Ex): An eidolon repairs damage to itself at a rate of 5 hit points per round as long as it is above 0 hit points.

Immunity to Magic (Ex): An eidolon is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted below.

Etherealness immediately repairs damage to an eidolon equal to the spell's caster level. *Dimensional anchor* causes an eidolon to cease functioning for 1 round (treat as if dazed). *Dimensional lock* does not interfere with an eidolon's operation, but an eidolon that enters the area of a *dimensional lock* spell or similar effect loses the benefits of its otherworldly geometry and its insanity aura.

A *transmute rock to mud* spell slows an eidolon (as the *slow* spell) for 2d6 rounds, with no saving throw, while *transmute mud to rock* heals all of its lost hit points.

A *stone to flesh* spell does not actually change an eidolon's structure, but negates its damage reduction and immunity to magic for 1 round.

Otherworldly Geometry (Su): An eidolon's form incorporates what should be impossible geometrics. This warping of planar realities around an elder eidolon grants it a +4 deflection bonus to its Armor Class.

Saves: Recalculate an eidolon's saving throws. The eidolon's base save bonuses are Fort +1/3 Hit Dice, Ref +1/3 Hit Dice, and Will +1/3 Hit Dice.

Abilities: Modify the base creature's ability scores as follows: Strength +8, Dexterity +4. An eidolon has no Constitution or Intelligence score. Change its Wisdom score to 11, and its Charisma score to 1.

Skills and Feats: An eidolon loses all skill points and feats, except feats that improve its attacks, such as Improved Natural Attack, Multiattack, or Weapon Finesse.

Environment: Any.
Organization: None.
Challenge Rating: As base creature +3.
Treasure: None.
Alignment: Always neutral.
Advancement: —.
Level Adjustment: —.

CONSTRUCTING AN ELDER EIDOLON

Although the technique to build eidolons is ancient and, for all practical purposes, lost to time, rules for creating them are presented here. Discovering the secrets of creating eidolons could form the core of a high-level adventure.

The eidolon's creator must have the Craft Construct feat. The eidolon's body must be built from stone, and requires a DC 25 Craft (sculpting or stonemasonry) check. Knowledge (architecture and engineering) can be substituted for the Craft skill when building an eidolon. The cost of the eidolon's body depends on its size:

Size	Cost
Tiny	500 gp
Small	1,000 gp
Medium	2,000 gp
Large	5,000 gp
Huge	10,000 gp
Gargantuan	25,000 gp
Colossal	50,000 gp

The market price is 6,000 gp per Hit Die of the eidolon, plus the cost of its body. The cost to create is 3,000 gp and 240 XP per Hit Die, plus the cost of the body. The minimum caster level to create an eidolon is equal to its Hit Dice.

For example, a Gargantuan eidolon with 20 Hit Dice has a market price of 145,000 gp and requires 4,800 XP to create. The cost to create is 85,000 gp, and the caster must be at least 20th level.

GAS SPORE

Large Plant
Hit Dice: 10d8–30 (15 hp)
Initiative: –3
Speed: 5 ft. (1 square), fly 20 ft. (poor)
Armor Class: 6 (–1 size, –3 Dex), touch 6, flat-footed 6
Base Attack/Grapple: +7/+14
Attack: Slam +9 melee (1d6+4 and spores)
Full Attack: Slam +9 melee (1d6+4 and spores)
Space/Reach: 10 ft./5 ft.
Special Attacks: Death throes, infestation
Special Qualities: All-around vision, beholder camouflage, flight, low light vision
Saves: Fort +4, Ref +0, Will +3
Abilities: Str 16, Dex 4, Con 4, Int —, Wis 10, Cha 1

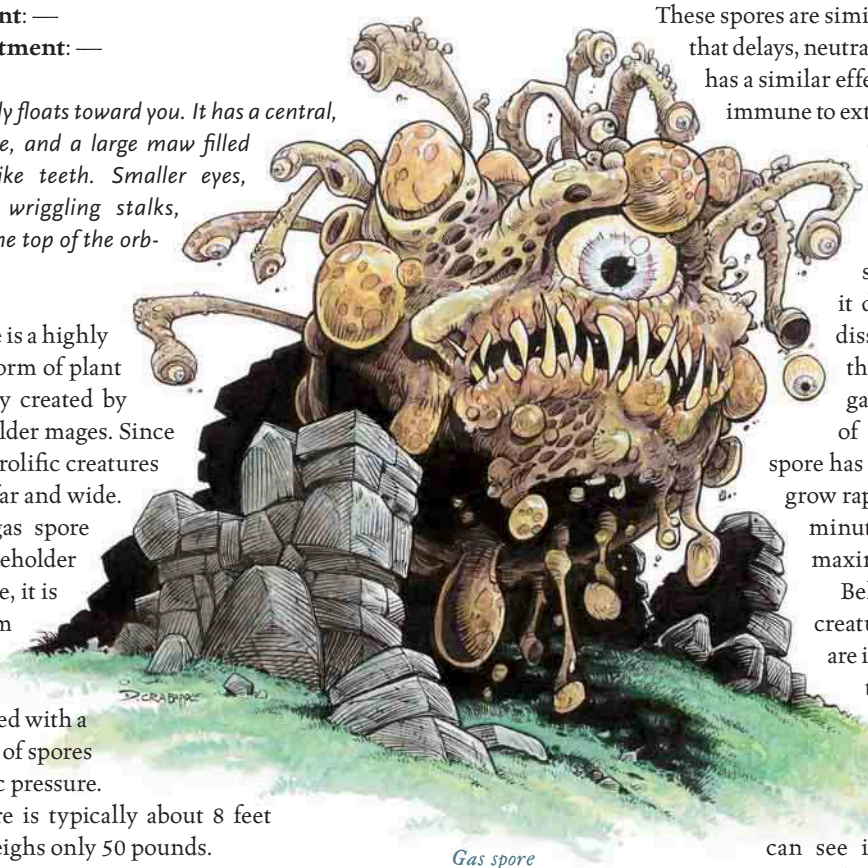
Skills: Disguise –5 (+15 imitating beholders), Search +4, Spot +4
Feats: —
Environment: Cold hills
Organization: Solitary, pair, or cluster (3–6)
Challenge Rating: 3
Treasure: Spores; see text
Alignment: Always neutral
Advancement: —
Level Adjustment: —

A bulbous body floats toward you. It has a central, unblinking eye, and a large maw filled with daggerlike teeth. Smaller eyes, attached to wriggling stalks, sprout from the top of the orb-like body.

The gas spore is a highly specialized form of plant life originally created by ancient beholder mages. Since then, these prolific creatures have spread far and wide.

While a gas spore resembles a beholder in appearance, it is in fact a form of fungus. The creature is hollow, filled with a large volume of spores under terrific pressure.

A gas spore is typically about 8 feet across but weighs only 50 pounds.



Gas spore

COMBAT

Gas spores are mindless, but far from harmless. When they sense a nearby creature, they immediately approach and attempt to infest the creature with spores. A gas spore attacks by slamming into a creature with its body. Upon contacting a target, thousands of tiny filaments lash at the creature's flesh and infest it with spores. As mindless creatures, gas spores pursue their selected target relentlessly until slain or until the target escapes beyond their range of sight. Even then, a gas spore continues to drift lazily in the direction it last saw its target.

Death Throes (Ex): A gas spore reduced to 0 or fewer hit points immediately explodes in a powerful burst of spores and foul-smelling gas. This blast affects all creatures in a 10-foot radius, dealing them 6d6 points of sonic damage and exposing them to the spores (see Infestation, below). A DC 10 Reflex save halves the damage. The save DC is Constitution-based. The spores are dispersed in this explosion and cannot be harvested thereafter.

Infestation (Ex): Any living nonplant creature that is damaged by a gas spore's slam attack or its death throes must immediately succeed on a DC 12 Fortitude save or become infested with spores. An infested creature takes 1d4 points of Constitution damage upon becoming infested and an additional 1d4 points of Constitution damage every hour that follows as the spores rapidly grow and consume flesh. The save DC is Constitution-based.

These spores are similar to poison, and anything that delays, neutralizes, or prevents poisoning has a similar effect on the spores. Creatures immune to extra damage from critical hits or immune to poison are immune to a gas spore's infestation.

When the victim's Constitution is reduced to 0, it dies. Its body immediately dissolves into a formless mush that transforms into 1d4 Small gas spores over the course of 1 minute. Each Small gas spore has 1 Hit Die. These gas spores grow rapidly, gaining 1 Hit Die per minute until they reach their maximum size (10 Hit Dice).

Beholders, beholderkin, and creatures with beholder grafts are immune to gas spore infestation, and gas spores know intrinsically to ignore such creatures.

All-Around Vision (Ex): A gas spore can see in all directions at once. Because of this, it gains a +4 racial bonus on Search and Spot checks, and it cannot be flanked.

Beholder Camouflage (Ex): A gas spore's appearance is so clever that it gains a +20 racial bonus on Disguise checks to appear as a beholder.

Flight (Ex): A gas spore's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

HARVESTING GAS SPORES

A typical gas spore yields 1d4 doses of usable gas spore powder with a DC 20 Craft (alchemy) check; failure by 5 or more results in the gas spore's explosion and the destruction of its supply of spores (and possible infestation of the harvester). Gas spore powder is a dangerous poison that costs 500 gp per dose. Anyone who dies of this poison quickly deteriorates into 1d4 Small gas spores as detailed above under the creature's infestation attack.

Poison (Ex): Contact, Fortitude DC 12, initial and secondary damage 1d4 Con.

Illus. by D. Crabapple

GIBBERING MOUTHER

Medium Aberration
Hit Dice: 4d8+24 (42 hp)
Initiative: +1
Speed: 10 ft. (2 squares), swim 20 ft.
Armor Class: 19 (+1 Dex, +8 natural), touch 11, flat-footed 18
Base Attack/Grapple: +3/+3
Attack: Bite +4 melee (1) or spittle +4 ranged touch (1d4 acid plus blindness)
Full Attack: 6 bites +4 melee (1) and spittle +4 ranged touch (1d4 acid plus blindness)
Space/Reach: 5 ft./5 ft.
Special Attacks: Blood drain, gibbering, ground manipulation, improved grab, spittle, swallow whole
Special Qualities: Amorphous, damage reduction 5/bludgeoning, darkvision 60 ft.
Saves: Fort +7, Ref +4, Will +5
Abilities: Str 10, Dex 13, Con 22, Int 4, Wis 13, Cha 13
Skills: Listen +4, Spot +9, Swim +8
Feats: Lightning Reflexes, Weapon Finesse
Environment: Underground
Organization: Solitary
Challenge Rating: 5
Treasure: None
Alignment: Usually neutral
Advancement: 5–12 HD (Large)
Level Adjustment: —

Illus. by S. Ellis

Gibbering mouther

This unwholesome creature has a body with the form and fluidity of an amoeba. Its surface has the color, but not the consistency, of human flesh. Countless eyes and toothy mouths constantly form and disappear all over the creature, retreating into its body even as they become apparent.

A gibbering mouther is a creature seemingly drawn from a lunatic's nightmares. Although not evil, it thirsts after bodily fluids and seems to prefer the blood of intelligent creatures. Sometimes the arrangement of eyes and mouths on a gibbering mouther's body resembles a face, but just as often the features have no relationship to one another.

A gibbering mouther is about 3 feet across and 3 to 4 feet high. It weighs about 200 pounds.

Gibbering mouthers can speak Common, but seldom say anything other than gibberish.

COMBAT

A gibbering mouther attacks by shooting out strings of protoplasmic flesh, each ending in one or more eyes and a mouth that bites at the enemy. A mouther can send out a total of six such members in any round.

Blood Drain (Ex): A swallowed opponent automatically takes 1d4 points of Constitution damage each round.

Gibbering (Su): As soon as a mouther spots something edible, it begins a constant gibbering as a free action. All creatures (other than mouthers) within a 60-foot spread must succeed on a DC 13 Will save or be affected as though by a *confusion* spell for 1d2 rounds. This is a sonic mind-affecting compulsion effect. A creature that successfully saves cannot be affected by the same gibbering mouther's gibbering for 24 hours. The save DC is Charisma-based.

Ground Manipulation (Su): At will, as a standard action, a gibbering mouther can cause stone and earth in all adjacent squares to become a morass akin to quicksand. Softening earth, sand, or the like takes 1 round, while stone takes 2 rounds. Anyone other than the mouther in that area must take a move-equivalent action to avoid becoming mired (treat as being pinned).

Improved Grab (Ex): To use this ability, a gibbering mouther must hit a Medium or smaller foe with a bite attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity.

Spittle (Ex): As a free action every round, a gibbering mouther can fire a stream of spittle at one opponent within 30 feet. The mouther makes a ranged touch attack; if it hits, it deals 1d4 points of acid damage, and the target must succeed on a DC 18 Fortitude save or be blinded for 1d4 rounds. Eyeless creatures are immune to the blinding effect but are still subject to the acid damage. The save DC is Constitution-based.

Swallow Whole (Ex): A gibbering mouther can attempt to swallow a grappled opponent of Medium or smaller size by making a successful grapple check. (The gibbering mouther doesn't actually "swallow" the opponent—it engulfs the victim within its amorphous form—but the effect is essentially the same.) Once the victim is inside, the gibbering mouther can

use its blood drain ability. A swallowed creature can cut its way out by dealing 5 points of damage to the gibbering mouther (AC 19). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out. A gibbering mouther's body can hold 1 Medium, 2 Small, 8 Tiny, 32 Diminutive, or 128 Fine creatures.

Amorphous (Ex): A gibbering mouther is not subject to extra damage from critical hits. It cannot be flanked.

Skills: Thanks to their multiple eyes, gibbering mouthers have a +4 racial bonus on Spot checks. A gibbering mouther has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It always can choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Note: The gibbering mouther first appeared in the *Monster Manual*. This version incorporates errata to that creature and should be considered the official version.

HALF-FARSPAWN

Much as fiends produce terrible mortal progeny, certain entities of the Far Realm occasionally venture to the Material Plane to procreate. Sometimes the mortal parent is willing, a fanatical cultist or creature so debased in evil that he or she deliberately invites the union. Other times, the Far Realm being visits its horrible taint on whatever mortal creature best suits its abhorrent purpose. In any event, the half-farspawn is a creature in which the fantastically abnormal is cloaked in a guise of mundane flesh and blood.

Half-farspawn are horrible in appearance. By the capriciousness of fate and heritage, they might appear largely normal, strongly favoring the mortal parent, but always prominently bear abnormal features: extra limbs, writhing cilia, tentacles, translucent flesh, variable coloration, or slavering maws or alien eyes embedded in otherwise normal flesh. With heavy clothing, a humanoid half-farspawn might conceal its true nature for a time, but anyone viewing the half-farspawn without its coverings could not possibly miss its differences.

Half-farspawn are shunned by most other creatures. While some aberrations regard a creature descended from the Far Realm as an honored emissary, most others loathe and detest half-farspawn. They might find refuge in the alien dimensions from which their farspawn progenitor came, but in the Material Plane, they are viewed as madness incarnate. Only alienists and insane cultists regard half-farspawn as allies and knowingly aid them.

Half-farspawn gray render

SAMPLE HALF-FARSPAWN

Half-Farspawn Gray Render
Large Outsider (Native)

Hit Dice: 10d10+100 (155 hp)
Initiative: +1
Speed: 30 ft. (6 squares)
Armor Class: 23 (–1 size, +1 Dex, +13 natural), touch 10, flat-footed 22
Base Attack/Grapple: +10/+21
Attack: Bite +16 melee (2d6+7); in amorphous form, tentacle +16 melee (1d6+7)
Full Attack: Bite +16 melee (2d6+7) and 2 claws +11 melee (1d6+3) and 2 tentacles +11 melee (1d6+3); in amorphous form, 4 tentacles +16 melee (1d6+7)
Space/Reach: 10 ft./10 ft.
Special Attacks: Improved grab, rend 2d6+10, spell-like abilities, true strike; in amorphous form, spell-like abilities, true strike
Special Qualities: Blindsight 60 ft., change shape, damage reduction 5/magic, darkvision 60 ft., immunity to poison, low-light vision, resistance to acid 10, resistance to electricity 10, scent, spell resistance 20; in amorphous form, also can't be flanked and not subject to extra damage from critical hits
Saves: Fort +17, Ref +8, Will +6
Abilities: Str 25, Dex 12, Con 30, Int 3, Wis 16, Cha 10
Skills: Concentration +15, Hide +10, Jump +12, Spot +16, Survival +9
Feats: Cleave, Improved Bull Rush, Power Attack, Track
Environment: Temperate marshes
Organization: Solitary
Challenge Rating: 10
Treasure: None
Alignment: Always chaotic evil
Advancement: 11–15 HD (Large); 16–30 HD (Huge)
Level Adjustment: —

Illus. by S. Ellis

This hulking, bipedal monster has a stooped frame and long, thickly muscled arms. The creature's flesh is translucent, almost gelatinous, and glistens wetly. Its bullet-shaped head has six small, yellow eyes, and its powerful mouth is full of black teeth. A pair of long, flailing tentacles sprouts from its shoulders.

Half-farspawn such as the gray render described here are sometimes found as the guardians of places sacred to Far Realm cultists, or as allies of powerful aberrations.

Combat

A half-farspawn gray render is barely sentient, but it wields its terrible magical powers with crude cunning. It frequently makes use of its *blur, blink,* or *greater invisibility* powers to confuse and disorient its prey. The creature is equally comfortable in its normal or amorphous forms, and sometimes shifts randomly between them in the course of the same encounter.

A half-farspawn's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

Improved Grab (Ex): To use this ability, a half-farspawn gray render must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity.

Rend (Ex): A half-farspawn gray render that wins a grapple check after a successful bite attack establishes a hold, latching onto the opponent's body and tearing the flesh. This attack automatically deals 2d6+10 points of damage.

True Strike (Su): Once per day, a half-farspawn can make a normal attack with a +20 insight bonus on a single attack roll. The half-farspawn is not affected by the miss chance that applies to attacks against a concealed target.

Spell-Like Abilities: 3/day—*blur, blink;* 1/day—*touch of idiocy, stinking cloud* (DC 13), *greater invisibility.* Caster level 10th. The save DC is Charisma-based.

Change Shape (Su): As a standard action, a half-farspawn gray render can take the form of an amorphous, tentacled mass at will. While in this form, the creature loses its improved grab and rend special attacks, as well as its bite and claw natural attacks. It gains two additional tentacle attacks, cannot be flanked, and is not subject to extra damage from critical hits. Creatures native to the Material Plane take a –1 morale penalty on attack rolls against the half-farspawn gray render in its amorphous form.

CREATING A HALF-FARSPAWN

"Half-farspawn" is an inherited template that can be added to any corporeal creature of the aberration, animal, dragon, elemental, giant, humanoid, magical beast, monstrous humanoid, ooze, plant, or vermin type (hereafter referred to as the base creature).

A half-farspawn uses all the base creature's statistics and special abilities except as noted here.

Size and Type: The creature's type changes to outsider. Do not recalculate Hit Dice, base attack bonus, or saves. Size is unchanged. Half-farspawn are normally native outsiders.

Armor Class: The creature's natural armor improves by 3.

Attack: A half-farspawn gains two tentacle attacks in additional to any attacks the base creature could normally make. If the base creature can use weapons, the half-farspawn can still do so. A half-farspawn fighting without weapons uses a tentacle when making an attack action (unless it has another natural attack it prefers). When it has a weapon, it uses the weapon instead.

Full Attack: A half-farspawn fighting without weapons uses both its tentacles when making a full attack (plus any other natural attacks of the base creature). If armed with a weapon, it uses the weapon as its primary attack and its tentacles as secondary natural attacks (–5 on the attack roll, half Strength bonus on damage rolls).

Damage: A half-farspawn's tentacle attacks deal bludgeoning damage as shown below.

Size	Tentacle Damage	Reach with Tentacles
Fine	1	0 ft.
Diminutive	1	0 ft.
Tiny	1d2	0 ft.
Small	1d3	5 ft.
Medium	1d4	5 ft.
Large	1d6	10 ft.
Huge	1d8	15 ft.
Gargantuan	2d6	20 ft.
Colossal	3d6	30 ft.

Special Attacks: A half-farspawn retains all the special attacks of the base creature, and gains the following special attack:

True Strike (Su): Once per day, the creature can make a normal attack with a +20 insight bonus on a single attack roll. The half-farspawn is not affected by the miss chance that applies to attacks against a concealed target.

Spell-Like Abilities: A half-farspawn with an Intelligence score of 3 or higher has spell-like abilities depending on its Hit Dice, as indicated below. The abilities are cumulative. Unless otherwise noted, an ability is usable once per day. Caster level equals the creature's Hit Dice, and the save DC is Charisma-based.

HD	Abilities
1–2	*blur* 3/day
3–4	*touch of idiocy*
5–6	*stinking cloud*
7–8	*blink* 3/day
9–10	*greater invisibility*
11–12	*telekinesis*
13–14	*ethereal jaunt* 3/day
15–16	*scintillating pattern*
17–18	*summon monster IX**
19 or more	*implosion*

* A half-farspawn can summon only pseudonatural animals or vermin with this ability. It can select from any celestial or fiendish animal or vermin that could be summoned by *summon monster IX,* but applies the pseudonatural template (see page 161) to the creature rather than the celestial or fiendish template.

Special Qualities: A half-farspawn has all the special qualities of the base creature, plus the following special qualities:

— Blindsight out to 60 feet.

— Immunity to poison.

— Resistance to acid 10 and electricity 10.

— Damage reduction 5/magic (if HD 11 or less) or 10/magic (if HD 12 or more).

— A half-farspawn's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

— Spell resistance equal to Hit Dice + 10 (up to a maximum of 25).

Change Shape (Su): As a standard action, a half-farspawn can take the form of a grotesque, tentacled mass. This ability functions as described for the change shape ability (see page 306 of the *Monster Manual*), except as follows:

— The creature's movement modes do not change.

— The creature retains the tentacle attacks granted by this template (see Attack, above) and gains two additional tentacle attacks when making a full attack.

— The creature becomes amorphous. It cannot be flanked, and is not subject to extra damage from critical hits.

— Creatures native to the Material Plane take a –1 morale penalty on attack rolls against a half-farspawn in its amorphous form.

Abilities: Increase from the base creature as follows: Str +2, Dex +2, Con +6, Wis +4, Cha +2.

Skills: A half-farspawn gains skill points as an outsider and has skill points equal to (8 + Int modifier) (HD + 3). Do not include Hit Dice from class levels in this calculation—the half-farspawn gains outsider skill points only for its racial Hit Dice, and gains the normal amount of skill points for its class levels. Treat skills from the base creature's entry as class skills, and other skills as cross-class skills.

Challenge Rating: HD 4 or less, as base creature +1; HD 5 to 10, as base creature +2; HD 11 or more, as base creature +3.

Alignment: Always chaotic evil.

Level Adjustment: +4.

HALF-FARSPAWN CHARACTERS

Humanoid half-farspawn often have a character class, preferring cleric, fighter, or sorcerer. Half-farspawn clerics are devotees of terrible deities such as Tharizdun or Mak Thuum Ngatha, or simply choose to venerate cosmic forces such as destruction and madness.

HOUND OF THE GLOOM

Large Aberration
Hit Dice: 12d8+84 (156 hp)
Initiative: +2
Speed: 40 ft. (8 squares), climb 20 ft.
Armor Class: 24 (–1 size, +2 Dex, +13 natural), touch 11, flat-footed 22
Base Attack/Grapple: +9/+19
Attack: Bite +14 melee (2d6+6) or tentacle rake +14 melee (1d6+6 plus poison)
Full Attack: Bite +14 melee (2d6+6) and 2 claws +12 melee (1d6+3) and 2 tentacle rakes +12 melee (1d6+3 plus poison)
Space/Reach: 10 ft./5 ft. (10 ft. with tentacles)
Special Attacks: Improved grab, poison, pounce
Special Qualities: Darkvision 60 ft., scent
Saves: Fort +13, Ref +6, Will +11
Abilities: Str 22, Dex 15, Con 24, Int 10, Wis 17, Cha 10
Skills: Balance +6, Climb +18, Jump +18, Listen +12, Move Silently +6, Spot +12
Feats: Cleave, Combat Reflexes, Great Fortitude, Multiattack, Power Attack
Environment: Underground
Organization: Solitary
Challenge Rating: 9
Treasure: None
Alignment: Usually neutral evil
Advancement: 13–14 HD (Large); 15–36 HD (Huge)
Level Adjustment: —

Hound of the gloom

Illus. by S. Ellis

This powerful quadruped vaguely resembles a huge dog or bear. Its massive, hairless body ripples with extraordinary musculature. Its hide is sleek and milky-white in color, and bony plates cover its head and protect its eyes. Long tentacles ring the head like a lion's mane. Two of the tentacles, longer than the others, end in oddly humanlike hands.

Hounds of the gloom remain a mystery. No records of appearances by such creatures go back farther than ten years. Since then, sightings have become more numerous each year. Fortunately, the beasts are still rare in most regions.

Sages speculate that the creatures might be distant relatives of displacer beasts that lived deep underground, and only within the last decade moved close enough to the surface to encounter civilized races or even the subterranean-dwelling dwarves. Whether a desire for fresh hunting grounds or simply an opportunity to indulge their base curiosity resulted in the hounds moving toward the surface of the world, they seem here to stay.

Hounds are aggressive and fierce, but they are not dumb animals. When hunting, a hound makes use of terrain to gain any possible advantage. They are normally solitary, but mated pairs have been encountered. These work together to kill or drive off any threats to their young. Despite the danger presented by such fearsome parents, some of the more evil subterranean races have taken up the practice of capturing young hounds to raise and train. Specifically, the neogi, the drow, the grell, and the mind flayers all see a use in the powerful beasts. If a pup is taken young enough, it accepts its new world easily, especially if it's well fed and allowed to fight. Some underground races have also trained hounds as gladiatorial beasts to fight and die in arenas.

An average hound of the gloom weighs about 1,000 pounds. Hounds understand Undercommon but do not speak any humanoid language (although they can converse with each other in their own language).

COMBAT

Hounds ambush victims by leaping directly into melee. They use their natural climbing ability to reach a point above their target, then leap down in a deadly pounce from above. The creatures attack with bite, foreclaws, and the two larger tentacles surrounding their heads, which are much longer than the others. These two tentacles have a reach of 10 feet and end in five-fingered hands that look almost identical to human hands, except they have strong, sharp claws instead of nails.

Once engaged, a hound uses its bite and claw attacks against a single foe. A target that withstands several blows or one that deals the hound a significant amount of damage is the target of the hound's poisoned hands.

Improved Grab (Ex): To use this ability, the hound must hit with a tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity.

Poison (Ex): Injury, Fortitude DC 23, initial and secondary damage 1d8 Dex. The save DC is Constitution-based.

Pounce (Ex): If a hound of the gloom charges a foe, it can make a full attack, including two tentacle attacks.

Skills: Hounds of the gloom have a +4 racial bonus on Listen and Spot checks. They have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

ILLITHIDAE

Creatures that originated in the same alien and hostile world as the mind flayers, the illithidae are an order of creatures that are related to mind flayers in much the same way that terrestrial animals such as wolves, bears, or apes share some kinship with humans. Several of the more common examples of these creatures are presented below. They inhabit underground areas where illithid lairs or cities can be found. It's unknown whether these beasts are simply attracted to the regions where mind flayers live or are deliberately domesticated by illithids.

EMBRAC

Large Aberration
Hit Dice: 11d8+22 (71 hp)
Initiative: –1
Speed: 20 ft. (4 squares)
Armor Class: 15 (–1 size, –1 Dex, +7 natural), touch 8, flat-footed 15
Base Attack/Grapple: +8/+16
Attack: Tentacle +11 melee (2d4+4 plus poison)
Full Attack: 4 tentacles +11 melee (2d4+4 plus poison) and bite +9 melee (2d6+2)
Space/Reach: 10 ft./10 ft.
Special Attacks: Constrict 2d4+6, improved grab, poison, psionics
Special Qualities: Darkvision 60 ft.
Saves: Fort +7, Ref +2, Will +10
Abilities: Str 18, Dex 8, Con 15, Int 4, Wis 13, Cha 9
Skills: Hide +2 (+6 underground), Spot +8
Feats: Great Fortitude, Iron Will, Multiattack, Power Attack
Environment: Underground
Organization: Solitary or pair
Challenge Rating: 7
Treasure: 50% normal
Alignment: Often neutral
Advancement: 12–16 HD (Large); 17–33 HD (Huge)
Level Adjustment: —

This hulking creature's body resembles a big sack. Its slimy skin is blotched with black, gray, white, and a dull red. It has stout limbs that are clawed at the ends, and its large, lumpy head bears a saw-edged beak. Eight tentacles are arrayed more or less evenly across its wrinkled body. Each tentacle is as thick as a man's thigh at its base and tapers down to three fingerlike appendages at the end. The tentacles also have numerous suckers and bony hooks on their undersides.

An embrac is an ambush predator. It uses its Hide skill and the shadows of the underground to lurk near a subterranean passageway, trail, or body of water and wait for prey to come within reach. If overmatched, an embrac is not far from a small cave it can use as a bolthole to escape.

Combat

When prey comes within reach, an embrac lashes out with a tentacle. Although the monster has eight tentacles, it can use only four to attack in the same round; it uses its remaining tentacles to gain leverage and hold its place.

An opponent can make sunder attempts against an embrac's tentacles as if they were weapons. An embrac's tentacles have 10 hit points each. If an embrac is currently grappling a target with one tentacle, it uses another to make its attack of opportunity against the sunder attempt. Severing an embrac's tentacle deals 5 points of damage to the embrac. An embrac regrows severed tentacles in 1d10+10 days.

Constrict (Ex): An embrac deals 2d4+6 points of damage with a successful grapple check.

Improved Grab (Ex): To use this ability, an embrac must hit with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can deal constrict damage.

Poison (Ex): Injury, Fortitude DC 17, initial and secondary damage 1d4 Str. The save DC is Constitution-based.

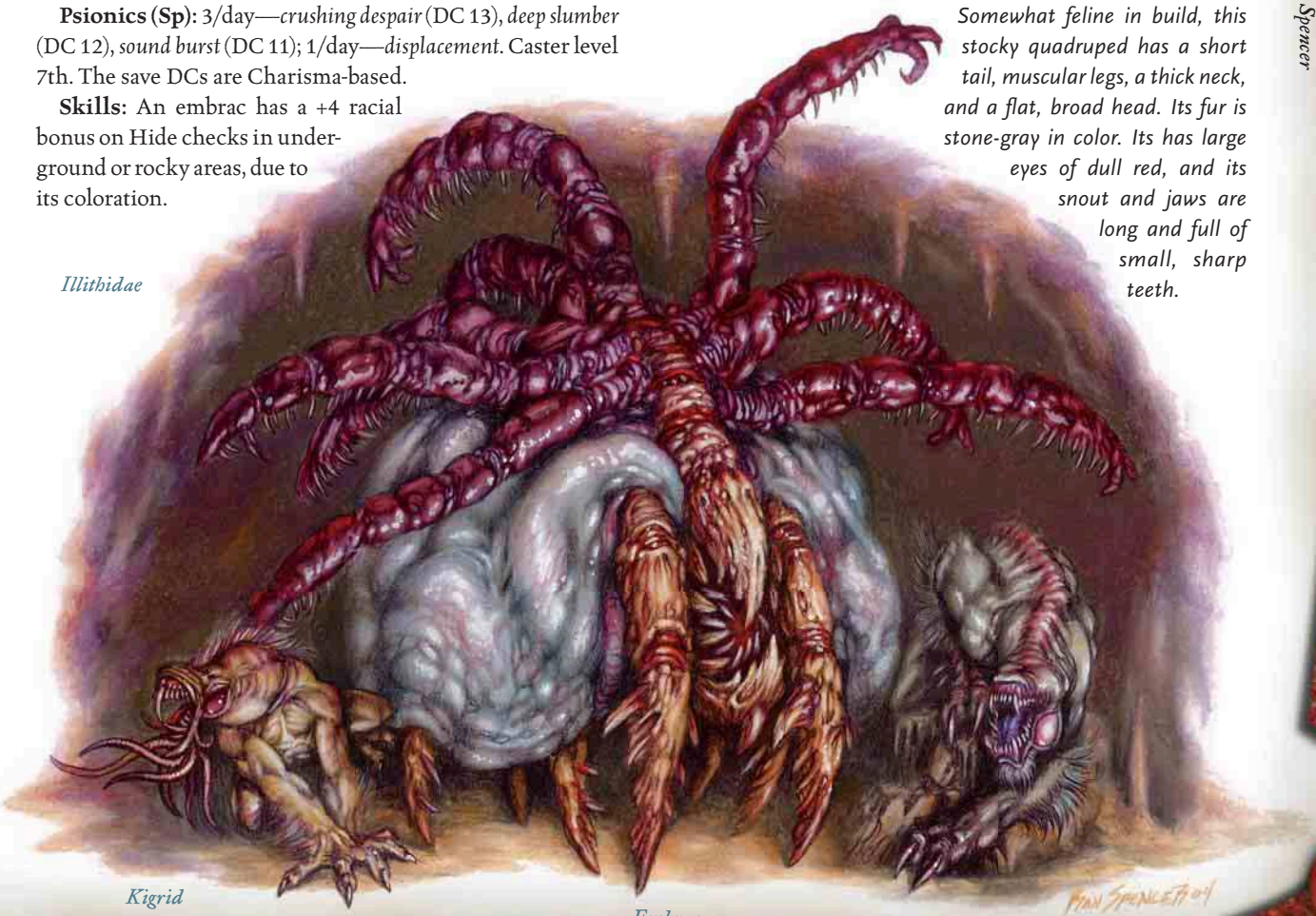
Psionics (Sp): 3/day—*crushing despair* (DC 13), *deep slumber* (DC 12), *sound burst* (DC 11); 1/day—*displacement*. Caster level 7th. The save DCs are Charisma-based.

Skills: An embrac has a +4 racial bonus on Hide checks in underground or rocky areas, due to its coloration.

KIGRID

Medium Aberration
Hit Dice: 9d8+18 plus 3 (61 hp)
Initiative: +1
Speed: 40 ft. (8 squares)
Armor Class: 19 (+1 Dex, +8 natural), touch 11, flat-footed 18
Base Attack/Grapple: +6/+10
Attack: Bite +10 melee (1d6+4)
Full Attack: Bite +10 melee (1d6+4) and 2 claws +8 melee (1d6+2)
Space/Reach: 5 ft./5 ft.
Special Attacks: Improved grab, poison, psionics, rake 1d6+2 plus poison
Special Qualities: Darkvision 60 ft., scent
Saves: Fort +5, Ref +4, Will +7
Abilities: Str 18, Dex 13, Con 14, Int 7, Wis 12, Cha 11
Skills: Climb +7, Hide +8, Jump +12, Listen +8, Move Silently +5, Spot +8, Survival +9
Feats: Multiattack, Run, Toughness, Track
Environment: Underground
Organization: Solitary or pack (4–9)
Challenge Rating: 5
Treasure: None
Alignment: Often neutral
Advancement: 10–15 HD (Medium); 16–27 HD (Large)
Level Adjustment: —

Somewhat feline in build, this stocky quadruped has a short tail, muscular legs, a thick neck, and a flat, broad head. Its fur is stone-gray in color. Its has large eyes of dull red, and its snout and jaws are long and full of small, sharp teeth.



Illithidae

Kigrid

Embrac

Saltor

Illus. by R. Spencer

Dangerous underground predators, kigrids attack any potential prey they encounter. They are persistent and determined stalkers, using their darkvision and scent abilities to identify and follow their quarry.

Kigrids are cunning hunters that try to force their prey into dead-end tunnels, off cliff edges, and into other obstacles to prevent their escape. If their quarry puts up determined resistance, the kigrids might negotiate or withdraw if the entire pack is in danger. Kigrids seem to understand most spoken languages (perhaps this is a latent psionic ability) and can reply in Undercommon with a growling, howling voice.

Combat

A kigrid pulls down prey with its powerful bite. It uses its poisonous rake to finish off grappled opponents. A kigrid cannot begin a grapple and perform a rake attack in the same round.

Improved Grab (Ex): To use this ability, a kigrid must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and makes two rake attacks against its foe.

Poison (Ex): Injury, Fortitude DC 16, initial and secondary damage 1d4 Dex. A kigrid delivers its poison only with its rake special attack (it has poison spurs near its rear claws). The save DC is Constitution-based.

Psionics (Sp): 3/day—*blink, daze monster* (DC 12), *detect thoughts* (DC 12). Caster level 5th. The save DCs are Charisma-based.

Rake (Ex): Attack bonus +10, damage 1d6+2 plus poison (see above). A kigrid makes two rake attacks when it attacks a grappled opponent.

Skills: Kigrids have a +4 racial bonus on Hide, Listen, Move Silently, and Spot checks, and a +8 racial bonus on Jump and Survival checks.

SALTOR

Small Aberration
Hit Dice: 5d8+5 (27 hp)
Initiative: +3
Speed: 30 ft. (6 squares), climb 30 ft.
Armor Class: 16 (+1 size, +3 Dex, +2 natural), touch 14, flat-footed 13
Base Attack/Grapple: +3/+0
Attack: Handaxe +7 melee (1d4+1/ 3) or bite +7 melee (1d6+1)
Full Attack: Handaxe +7 melee (1d4+1/ 3) and bite +5 melee (1d6)
Space/Reach: 5 ft./5 ft
Special Attacks: Psionics, screech
Special Qualities: Darkvision 60 ft.
Saves: Fort +3, Ref +5, Will +5
Abilities: Str 12, Dex 17, Con 12, Int 9, Wis 12, Cha 11
Skills: Climb +11, Jump +7, Listen +5, Spot +5, Tumble +5
Feats: Alertness, Weapon Finesse
Environment: Underground
Organization: Solitary, pair, gang (3–4), or troop (7–12 adults and 2–4 young)
Challenge Rating: 3
Treasure: 50% standard
Alignment: Often neutral evil
Advancement: 6–9 HD (Medium)
Level Adjustment: —

This baboonlike creature has a beard of half a dozen small tentacles hanging from its chin. Its fur is a murky brown color, and it has large, blue-black eyes. It stands about 3 feet high but moves in a crouch, with arms as long as its legs. It has three fingers on each hand and three toes on each foot.

Saltors are just one of many kinds of subterranean scavengers. They eat anything they can catch: worms, grubs, snails, fish, crayfish, moss, fungi, and so on. As might be expected, their diet is light on protein; this can make them dangerous foes to small, lightly armed, or wounded parties of adventurers.

Saltors are intelligent beings, and they know well that they are weaker than most other underground dwellers. To compensate for this, they use weapons and tools to make foraging and hunting small game easier. Parties that treat saltors well and have metal tools to offer might be able to garner information from the creatures about the region in which they live. Saltors speak Undercommon in a barking tone.

Combat

Even a pack of saltors would not be a match for a well-equipped and wary party of heroes if not for the creatures' psionics and special sonic attack.

Psionics (Sp): 3/day—*blur, magic missile*; 1/day—*haste* (self only). Caster level 3rd.

Screech (Su): As a standard action, a saltor can emit a high-pitched, piercing shriek in a 20-foot cone. The shriek deals 2d8 points of sonic damage to all nonsaltors and stuns such creatures for 1 round. A DC 14 Fortitude save negates the stun and halves the damage. Once it screeches, a saltor cannot screech again for 1 hour, so saltors save their screeches until they are sure they need them.

One saltor screeching sets off all the other adults in the troop as well. This protective measure allows the troop to

PSIONIC ILLITHIDAE

If you are using the *Expanded Psionics Handbook* in your game, you can substitute the following psi-like abilities for the psionic spell-like abilities given for the embrac, kigrid, and saltor.

Embrac: 3/day—*ego whip* (2d4 Cha, DC 13), *mental disruption* (DC 13), *concussion blast* (two targets, 2d6 damage); 1/day—*greater concealing amorpha*. Manifester level 7th. The save DCs are Charisma-based.

Kigrid: 3/day—*concealing amorpha, id insinuation* (2 targets, DC 13), *read thoughts* (DC 12). Manifester level 5th. The save DCs are Charisma-based.

Saltor: 3/day—*concealing amorpha, energy ray* (3d4 sonic); 1/day—*hustle*. Manifester level 3rd.

escape peril. Victims of multiple screeches must save against each screech separately; success against one does not provide immunity to the next.

Skills: Saltors have a +4 racial bonus on Jump and Spot checks, and a +8 racial bonus on Climb checks. Saltors can always choose to take 10 on Climb checks, even if rushed or threatened. Saltors use their Dexterity modifier instead of their Strength modifier for Climb and Jump checks.

MIND FLAYER, ALHOON

Mind Flayer Lich 12th-Level Sorcerer
Medium Undead (Augmented Aberration)
Hit Dice: 20d12 (130 hp)
Initiative: +10
Speed: 30 ft. (6 squares)
Armor Class: 29 (+6 Dex, +5 natural, +4 *mage armor*, +4 deflection), touch 20, flat-footed 23
Base Attack/Grapple: +12/+12
Attack: Tentacle +19 melee (1d4 plus 1d8+5 negative energy); or touch +18 melee touch (1d8+5 negative energy plus paralysis); or spell +18 ranged touch
Full Attack: 1 tentacle +19 melee (1d4 plus 1d8+5 negative energy) and 3 tentacles +19 melee (1d4); or touch +18 melee touch (1d8+5 negative energy plus paralysis); or spell +18 ranged touch
Space/Reach: 5 ft./5 ft.
Special Attacks: Extract, fear aura, improved grab, *mind blast*, negative energy touch, paralyzing touch, psionics
Special Qualities: Damage reduction 15/bludgeoning and magic, darkvision 60 ft., immunity to cold, immunity to electricity, immunity to mind-affecting spells and abilities, immunity to polymorph, spell resistance 37, telepathy 100 ft., turn resistance +4, undead traits
Saves: Fort +10, Ref +16, Will +23
Abilities: Str 10, Dex 22, Con —, Int 22, Wis 21, Cha 26
Skills: Bluff +16, Concentration +28 (+32 casting defensively), Craft (alchemy) +17, Diplomacy +20, Disguise +8 (+10 acting in character), Hide +22, Intimidate +18, Knowledge (arcana) +26, Knowledge (dungeoneering) +18, Knowledge (the planes) +14, Listen +29, Move Silently +22, Search +20, Sense Motive +21, Spellcraft +20, Spot +29, Survival +5 (+7 other planes)
Feats: Alertness, Combat Casting, Craft Wondrous Item, Improved Initiative, Spell Penetration, Weapon Finesse, Weapon Focus (tentacle)
Environment: Underground
Organization: Solitary
Challenge Rating: 18
Treasure: Standard plus possessions (see below)
Alignment: Lawful evil
Advancement: By character class
Level Adjustment: +11

Alhoon

This creature possesses the thin, spidery build and squirming face-tentacles of a mind flayer, but its flesh is dry and cracked, and its pale, white eyes emit an abyssal red glow.

Alhoons, or illithiliches as they are sometimes known, still seek out brains, even though they no longer need them for sustenance.

COMBAT

An alhoon is a horrendously formidable foe. It uses spells such as *greater invisibility, stoneskin, resist energy, mage armor, haste,* and *see invisibility* to protect itself and improve its odds in battle.

An alhoon's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

Extract (Ex): An alhoon that begins its turn with all four tentacles attached and that makes a successful grapple check automatically extracts the opponent's brain, instantly killing that creature. This power is useless against constructs, elementals, oozes, plants, and undead. It is not instantly fatal to foes with multiple heads.

Fear Aura (Su): Like all liches, an alhoon is surrounded by a dreadful aura of death and evil. Creatures of fewer than 5 Hit Dice in a 60-foot radius that look at an alhoon must succeed on a DC 22 Will save or be affected as though by a *fear* spell (caster level 12th). The save DC is Charisma-based. A creature that successfully saves cannot be affected again by the same alhoon's aura for 24 hours.

Illus. by W. Reynolds

Improved Grab (Ex): To use this ability, an alhoon must hit a Small, Medium, or Large creature with its tentacle attack. It can then attempt to grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and attaches the tentacle to the opponent's head.

If an alhoon begins its turn with at least one tentacle attached, it can attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or an Escape Artist check, but the alhoon gets a +2 circumstance bonus on the check for every tentacle that was attached at the beginning of the opponent's turn.

Mind Blast (Sp): An alhoon can discharge a devastating psionic attack in the form of a cone 60 feet long. Anyone caught in this cone must succeed on a DC 22 Will save or be stunned for 3d4 rounds. The save DC is Charisma-based. This ability is the equivalent of a 4th-level spell.

Negative Energy Touch (Su): An alhoon has a melee touch attack that uses negative energy to deal 1d8+5 points of damage to living creatures; a Will save (DC 28) halves the damage. An alhoon can use this in place of its tentacle attacks (in which case the negative energy touch is a melee touch attack), or instead make a normal tentacle attack and add the negative energy damage (in which case it is a melee attack, not a melee touch attack).

A creature struck by the negative energy touch when used as a melee touch attack is also subject to an alhoon's paralyzing touch (see below).

Paralyzing Touch (Su): Any living creature hit by an alhoon's touch attack must succeed on a DC 28 Fortitude save or be permanently paralyzed. *Remove paralysis* or any spell that can remove a curse can free the victim (see the *bestow curse* spell description, page 203 of the *Player's Handbook*). The effect cannot be dispelled. Anyone paralyzed by an alhoon seems dead, though a DC 20 Spot check or a DC 15 Heal check reveals that the victim is still alive. The save DC is Charisma-based.

Psionics (Sp): At will—*charm monster* (DC 22), *detect thoughts* (DC 20), *levitate*, *plane shift*, *suggestion* (DC 21). Effective caster level 8th. The save DCs are Charisma-based. If you are using the *Expanded Psionics Handbook*, the alhoon has the same psionic ability as a normal psionic mind flayer (see page 204, *Expanded Psionic Handbook*).

Undead Traits: An alhoon is immune to mind-affecting spells and abilities, poison, sleep effects, paralysis, stunning, disease, death effects, and any effect that requires a Fortitude save unless it also works on objects or is harmless. It is not subject to extra damage from critical hits, nonlethal damage, ability damage to its physical ability scores, ability drain, energy drain, fatigue, exhaustion, or death from massive damage. It cannot be *raised*, and *resurrection* works only if it is willing. It has darkvision out to 60 feet.

Skills: Like other liches, alhoons have a +8 racial bonus on Hide, Listen, Move Silently, Search, Sense Motive, and Spot checks.

Typical Sorcerer Spells Known: (6/8/8/8/8/6/4 per day; caster level 12th): 0—*arcane mark*, *daze* (DC 18), *detect magic*, *disrupt undead* (+18 ranged touch), *flare* (DC 18), *ghost sound* (DC 18), *light*, *message*, *read magic*; 1st—*chill touch* (+18 melee touch; DC 19), *mage armor**, *magic missile*, *ray of enfeeblement* (+18 ranged touch), *shocking grasp* (+18 melee touch); 2nd—*command undead* (DC 20), *minor image* (DC 20), *resist energy*, *see invisibility*, *touch of idiocy* (+18 melee touch); 3rd—*fly*, *haste*, *lightning bolt* (DC 21), *nondetection*; 4th—*dimension door*, *Evard's black tentacles*, *greater invisibility*; 5th—*cone of cold* (DC 23), *teleport*; 6th—*globe of invulnerability*.

*Already cast.

Possessions: gloves of Dexterity +4, ring of protection +4, ring of evasion, cloak of resistance +4, wand of scorching ray, green *ioun stone,* lavender *ioun stone.*

CREATING AN ALHOON

An alhoon conforms to all the normal rules for adding the lich template to a humanoid, except as noted below.

Size and Type: The creature's type changes to undead (augmented aberration). Do not recalculate base attack bonus, saves, or skill points. Size is unchanged.

Armor Class: An alhoon's natural armor bonus improves from +3 to +5.

MIND FLAYER, ULITHARID

Large Aberration
Hit Dice: 12d8+36 (90 hp)
Initiative: +6
Speed: 30 ft. (6 squares)
Armor Class: 20 (–1 size, +2 Dex, +5 natural, +4 *mage armor*), touch 11, flat-footed 18
Base Attack/Grapple: +9/+16
Attack: Long tentacle +11 melee (1d8+3)
Full Attack: 2 long tentacles +11 melee (1d8+3) and 4 short tentacles +11 melee (1d8+3)
Space/Reach: 10 ft./5 ft. (10 ft. with 2 long tentacles)
Special Attacks: Extract, improved grab, *mind blast*, psionics
Special Qualities: Spell resistance 27, telepathy 200 ft.
Saves: Fort +7, Ref +6, Will +13
Abilities: Str 16, Dex 14, Con 16, Int 21, Wis 17, Cha 21
Skills: Bluff +15, Concentration +18 (+22 casting defensively), Diplomacy +14, Disguise +5 (+7 acting in character), Hide +8, Intimidate +17, Knowledge (any) +15, Knowledge (any) +15, Listen +8, Move Silently +12, Sense Motive +8, Spot +18
Feats: Combat Casting, Improved Initiative, Improved Natural Attack, Iron Will, Spell Penetration
Environment: Underground
Organization: Solitary or court (1 ulitharid, 3–5 mind flayers, and 6–10 grimlocks)
Challenge Rating: 12
Treasure: Double standard
Alignment: Usually lawful evil
Advancement: By character class
Level Adjustment: +9

Sinister and regal, this towering humanoid-shaped being stands almost 9 feet tall. Its flesh is rubbery and mauve in color, glistening with slime. It wears ornate robes that sweep the ground. Its

head is octopoidal in form, with four short tentacles and two much longer ones where its mouth should be. Its eyes are blank orbs of silver-white.

An ulitharid is in all ways a bigger, stronger, nastier mind flayer. It towers over other illithids, and in addition to the normal four tentacles of its race, it has two much longer tentacles that are nearly the length of its body. It is also smarter, worse-tempered, and much more dangerous than its smaller kin. Fortunately, ulitharids are also quite rare.

An ulitharid is the result of unknown forces playing on a mind flayer tadpole at a very early age. Even the mind flayers themselves cannot identify ulitharid tadpoles until after they are implanted into the skull of a victim. Their potential becomes apparent only after ceremorphosis has progressed far enough to show that the creature possesses six tentacles. Fewer than one in a hundred illithid tadpoles become ulitharids.

Ulitharids are treated almost as minor deities within those communities lucky enough to claim one as a resident. They occupy a position just below the elder brains in the illithid social hierarchy. Their egos expand to match their stature; they look down upon normal mind flayers in much the same way that mind flayers look down on urophions.

COMBAT

An ulitharid is a tremendously dangerous foe in combat, because its potent mental attacks are backed up by 10-foot reach and a grapple ability reflective of the creature's large size. An ulitharid can protect itself with psionic *mage armor* (reflected in the statistics above), and it normally maintains this power at all times.

Extract (Ex): An ulitharid that begins its turn with at least four tentacles attached and that makes a successful grapple check automatically extracts the opponent's brain, instantly killing that creature. This power is useless against constructs, elementals, oozes, plants, and undead. It is not instantly fatal to foes with multiple heads.

Improved Grab (Ex): To use this ability, an ulitharid must hit a Small, Medium, or Large creature with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and attaches the tentacle to the opponent's head. An ulitharid can grab a Huge or larger creature only if it can somehow reach the foe's head.

If an ulitharid begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or an Escape Artist check, but the ulitharid gets a +2 circumstance bonus on the check for every tentacle that was attached at the beginning of the opponent's turn.

Mind Blast (Sp): An ulitharid can discharge a devastating psionic attack in the form of a cone 60 feet long. Anyone caught in this cone must succeed on a DC 21 Will save or be stunned for 3d4 rounds. The save DC is Charisma-based. This ability is the equivalent of a 4th-level spell.

Psionics (Sp): At will—*charm monster* (DC 19), *detect thoughts* (DC 17), *dimension door, levitate, mage armor* (self only), *plane shift, suggestion* (DC 18); 1/day—*dominate monster* (DC 24), *mass suggestion* (DC 21). Caster level 12th. The save DCs are Charisma-based.

Illus. by J. Nelson

Ulitharid

PSIONIC ULITHARID

If you are playing with the *Expanded Psionics Handbook*, adjust the ulitharid as follows:

Large Aberration (Psionic)

Special Attacks: Extract, improved grab, *mind blast*, psionic powers

Special Qualities: Power resistance 27, telepathy 200 ft.

Skills: Autohypnosis +13, Bluff +15, Concentration +18 (+22 manifesting defensively), Diplomacy +14, Disguise +5 (+7 acting in character), Hide +8, Intimidate +17, Knowledge (psionics) +15, Listen +8, Move Silently +12, Sense Motive +8, Spot +18

Feats: Combat Manifestation, Improved Initiative, Improved Natural Attack, Iron Will, Power Penetration

A psionic ulitharid does not possess the psionic spell-like abilities of the normal ulitharid. Instead, it has psionic powers.

Psionic Powers: A psionic ulitharid manifests powers as a psion (telepath) of 13th level. The save DCs are Intelligence-based.

Typical Psion Powers Known (power points 179): 1st—*defensive precognition, detect psionics, mind thrust* (DC 16), *psionic charm* (DC 16), *vigor;* 2nd—*body equilibrium, ego whip* (DC 17), *id insinuation* (DC 17), *psionic levitate, psionic suggestion* (DC 17), *read thoughts* (DC 17); 3rd—*body adjustment, dispel psionics, mental barrier, telekinetic force;* 4th—*intellect fortress, mindwipe* (DC 19), *psionic dimension door, psionic dominate* (DC 19); 5th—*mind probe* (DC 20), *psionic plane shift;* 6th—*mass cloud mind* (DC 21), *personality parasite* (DC 21), *shatter mind blank* (DC 21); 7th—*decerebrate* (DC 22).

MIND FLAYER, VAMPIRE

Medium Undead
Hit Dice: 8d12 (52 hp)
Initiative: +10
Speed: 30 ft. (6 squares), climb 20 ft.
Armor Class: 23 (+6 Dex, +7 natural), touch 16, flat-footed 17
Base Attack/Grapple: +4/+8
Attack: Tentacle +10 melee (1d4+4 and energy drain) or slam +10 melee (1d6+6 and energy drain)
Full Attack: Tentacle +10 melee (1d4+4 and energy drain) and 3 tentacles +10 melee (1d4+4) and slam +8 melee (1d6+2)
Space/Reach: 5 ft./5 ft.
Special Attacks: Blood drain, energy drain, extract, improved grab, *mind blast*
Special Qualities: Damage reduction 10/ magic and silver, darkvision 60 ft., fast healing 5, resistance to cold 10, resistance to electricity 10, spell resistance 25, telepathy 100 ft., turn resistance +4, undead traits
Saves: Fort +2, Ref +8, Will +9
Abilities: Str 18, Dex 22, Con —, Int 7, Wis 17, Cha 15
Skills: Bluff +21, Concentration +17, Diplomacy +9, Disguise +5 (+7 acting in character), Hide +21, Intimidate +13, Knowledge (any) +14, Listen +20, Move Silently +22, Search +8, Sense Motive +16, Spot +22
Feats: Alertness, Improved Initiative, Multiattack, Weapon Finesse[B]
Environment: Underground
Organization: Solitary
Challenge Rating: 9
Treasure: None
Alignment: Always chaotic evil
Advancement: 9–24 HD (Medium)
Level Adjustment: —

Humanoid in shape, this gaunt, hairless creature has mottled gray skin, a hunched posture, and long, dangerous-looking talons for hands. Its face is a thing out of a nightmare, a flattened octopoid head with four long, writhing tentacles where the mouth should be. Its colorless eyes glitter with feral hunger.

Vampire illithid

Illus. by J. Nelson

Vampiric mind flayers are enigmas. Their origins are unknown, as they cannot spawn other vampires. They need both fresh blood and fresh brains to survive. Furthermore, they are feral, unreasoning killers, with no hint of the formidable intellect they possessed in life. Whatever process transforms a mind flayer into a vampiric state also destroys its rationality.

An illithid vampire presents a dire threat to any living thing it encounters. Its hunger for blood and brains is limitless and beyond reason. While it lacks the cold genius it once possessed, the creature is astoundingly cunning, and its inventiveness is matched only by its savagery.

A vampiric mind flayer is a unique and specific form of undead, more like a wight or a wraith than a vampire. It is not derived from adding the vampire template to a mind flayer.

COMBAT

An illithid vampire uses every conceivable trick and power at its disposal when confronting prey. Although they are not patient creatures by temperament, they can stalk victims for days before striking. Once combat is joined, a vampire quickly seeks to disable as many foes as possible. If necessary, it strikes and then retreats, hoping to burden its prey with wounded or incapacitated figures before making its final assault.

A vampiric illithid's natural attacks are treated as magic weapons for the purpose of overcoming damage reduction.

Blood Drain (Ex): A vampiric illithid that attaches a tentacle to its foe drains blood, dealing 1d4 points of Constitution damage and gaining 5 temporary hit points per point drained during each round that it keeps at least one tentacle attached.

Energy Drain (Su): Living creatures hit by a vampiric mind flayer's tentacles or slam attack gain two negative levels. For each negative level bestowed, the vampiric illithid gains 5 temporary hit points. This energy drain ability can be used once per round.

Extract (Ex): An illithid vampire that begins its turn with all four tentacles attached and that makes a successful grapple check automatically extracts the opponent's brain, instantly killing that creature. This power is useless against constructs,

elementals, oozes, plants, and undead. It is not instantly fatal to foes with multiple heads.

Improved Grab (Ex): To use this ability, an illithid vampire must hit a Small, Medium, or Large creature with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold, attaches the tentacle to the opponent's head, and drains blood (see below). A vampiric illithid can grab a Huge or larger creature only if it can somehow reach the foe's head.

If an illithid vampire begins its turn with at least one tentacle attached, it drains blood and can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or an Escape Artist check, but the illithid vampire gets a +2 circumstance bonus on the grapple check for every tentacle that was attached at the beginning of the opponent's turn.

Mind Blast (Sp): A vampiric illithid can discharge a devastating psionic attack in the form of a 60-foot cone. Anyone caught in this cone must succeed on a DC 16 Will save or be stunned for 3d4 rounds. The save DC is Charisma-based. This ability is the equivalent of a 4th-level spell.

Fast Healing (Ex): A vampiric mind flayer heals 5 points of damage per round as long as it has at least 1 hit point. If reduced to 0 or fewer hit points, it is destroyed.

Undead Traits: An illithid vampire is immune to mind-affecting spells and abilities, poison, sleep effects, paralysis, stunning, disease, death effects, and any effect that requires a Fortitude save unless it also works on objects or is harmless. It is not subject to extra damage from critical hits, nonlethal damage, ability damage to its physical ability scores, ability drain, energy drain, fatigue, exhaustion, or death from massive damage. It cannot be *raised*, and *resurrection* works only if it is willing. It has darkvision out to 60 feet.

PSEUDONATURAL CREATURE

Past the timeless eons that lie between the stars, pseudonatural creatures dwell beyond the planes as we know them, nestled in far realms of insanity. When summoned to the Material Plane, they often take on the form and abilities of familiar creatures, though they are more gruesome in appearance than their earthly counterparts. Alternatively, they might appear in a manner more consistent with their origins, manifesting as masses of writhing tentacles or other even more terrible-looking forms.

SAMPLE PSEUDONATURAL CREATURE

This example uses a 3 HD hippogriff as the base creature.

Pseudonatural Hippogriff
Large Outsider
Hit Dice: 3d10+9 (25 hp)
Initiative: +2
Speed: 50 ft. (10 squares), fly 100 ft. (average)
Armor Class: 15 (–1 size, +2 Dex, +4 natural), touch 11, flat-footed 13
Base Attack/Grapple: +3/+11
Attack: Claw +6 melee (1d4+4)
Full Attack: 2 claws +6 melee (1d4+4) and bite +1 melee (1d8+2)
Space/Reach: 10 ft./5 ft.
Special Attacks: True strike
Special Qualities: Alternate form, darkvision 60 ft., low-light vision, resistance to acid and electricity 5, scent, spell resistance 13
Saves: Fort +6, Ref +5, Will +2
Abilities: Str 18, Dex 15, Con 16, Int 3, Wis 13, Cha 8
Skills: Listen +4, Spot +8
Feats: Dodge, Wingover
Environment: Any land and underground
Organization: Solitary
Challenge Rating: 2
Treasure: None
Alignment: Always neutral
Advancement: 4–6 HD (Large); 7–9 HD (Huge)
Level Adjustment: —

Pseudonatural hippogriff

Illus. by D. Crabapple

Combat

A pseudonatural hippogriff dives at its prey and strikes with its clawed forelegs. When it cannot dive, it slashes with claws and beak.

Alternate Form (Su): As a standard action, a pseudonatural hippogriff can take the form of a grotesque, tentacled mass (though this alien appearance has no effect on the creature's abilities). Other creatures receive a –1 morale penalty on their attack rolls against the creature when it is in this alternate form.

True Strike (Su): Once per day, a pseudonatural hippogriff can gain a +20 insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack.

Skills: Hippogriffs have a +4 racial bonus on Spot checks.

CREATING A PSEUDONATURAL CREATURE

"Pseudonatural" is an acquired template that can be added to any corporeal creature (referred to hereafter as the base creature).

A pseudonatural creature uses all the base creature's statistics and abilities except as noted here. Even though the creature's type changes, do not recalculate Hit Dice, base attack bonus, or skill points.

Size and Type: The creature's type changes to outsider. Size is unchanged.

Special Attacks: A pseudonatural creature retains all the special attacks of the base creature and also gains the following attack.

True Strike (Su): Once per day, a pseudonatural creature can gain a +20 insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack.

Special Qualities: A pseudonatural creature retains all the special qualities of the base creature and also gains the following special qualities.

Resistance (Ex): A pseudonatural creature has resistance to acid and electricity based on the base creature's Hit Dice (see the table below).

Damage Reduction (Ex): A pseudonatural creature gains damage reduction based on the base creature's Hit Dice (see the table below).

Hit Dice	Acid, Electricity Resistance	Damage Reduction
1–3	5	—
4–7	5	5/magic
8–11	10	5/magic
12 or more	15	10/magic

Alternate Form (Su): As a standard action, a pseudonatural creature can take the form of a grotesque, tentacled mass (or another appropriately gruesome form, as determined by the DM). Despite the alien appearance, its abilities remain unchanged. Other creatures receive a –1 morale penalty on their attack rolls against a pseudonatural creature when it is in this alternate form.

Spell Resistance (Ex): A pseudonatural creature gains spell resistance equal to 10 + the base creature's HD (maximum 25).

Abilities: Same as the base creature, but Intelligence is at least 3.

Environment: Any land and underground.

Challenge Rating: Up to 3 HD, as base creature; 4 HD to 11 HD, as base creature +1; 12 or more HD, as base creature +2.

PSURLON

Psurlons are wormlike creatures with formidable mental powers. They dwell in the deep desert and pose a considerable threat to passing travelers or nearby settlements. Psurlons detest humanoids of any sort, and go to considerable lengths to kill or drive off any they come across. From time to time, they seek to foment trouble by manipulating leaders, dealing with evil folk who are willing to accommodate the psurlons' wishes in exchange for psurlon assistance, or duping weak-minded creatures such as goblinoids or gnolls into fighting for them.

A psurlon has a long, tubular, pink body divided into subtle rings or segments, just like an earthworm's body. It also has two arms and two legs, also segmented. The psurlon's head is little more than a blunt end to its tubular body. Its only facial feature is a large, circular mouth filled with gnashing teeth. It has visual organs (for darkvision) spaced evenly around the head. The typical psurlon wears a decorative or utilitarian belt fitted with straps and hooks to carry items, but no other clothing or armor.

Psurlons are clever, malicious, and deceitful. While their psionic powers are telekinetic in nature and offer little ability to directly control an enemy's mind, they are skillful liars that inveigle the unwary. They always seek to misinform and mislead their enemies, and delight in arranging for their foes to fight one another.

Psurlons choose to live solitary lives, but sometimes form small communities called clusters. The most powerful elder in a psurlon cluster leads the group, although elders are frequently replaced by younger, more ambitious psurlons when their plans go awry.

Psurlons can speak Undercommon but rarely do so. Instead, they rely on their natural telepathic powers.

COMBAT

Psurlons never use melee weapons. They can fight with their bare claws and teeth, but they are not particularly formidable in melee combat. Instead, they attack with their psionic powers, battering foes with telekinetic blasts or immobilizing them with mental energy.

Blindsight (Ex): A psurlon can ascertain its surroundings by sensing sound, scent, heat, and vibration. This ability enables it to discern objects and creatures within 60 feet. The psurlon does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Immunities (Ex): Psurlons are immune to sleep, charm, and compulsion effects.

Telepathy (Su): A psurlon can communicate telepathically with any creature within 250 feet that has a language.

Skills: Psurlons gain a +4 racial bonus on Escape Artist checks due to their soft and flexible bodies.

PSURLON VARIETIES

Psurlons come in three different varieties: average psurlons, elder psurlons, and giant psurlons. Most average psurlons advance by Hit Dice until they reach 12 Hit Dice, at which point they become elder psurlons and gain additional mental powers. Elder psurlons advance by class, and most eventually take levels in psion, sorcerer, or wizard.

A small number of psurlons that reach 12 Hit Dice fail to manifest the advanced mental powers of an elder psurlon. Instead, they continue to grow physically larger and more powerful. Giant psurlons gain few new mental abilities, but they are dangerous opponents in physical combat.

AVERAGE PSURLON

Medium Aberration
Hit Dice: 7d8+7 (38 hp)
Initiative: +6
Speed: 30 ft. (6 squares)
Armor Class: 16 (+2 Dex, +4 *mage armor*), touch 16, flat-footed 14
Base Attack/Grapple: +5/+6
Attack: Claw +6 melee (1d4+1)
Full Attack: 2 claws +6 melee (1d4+1) and bite +4 melee (1d6)
Space/Reach: 5 ft./5 ft.
Special Attacks: Psionics
Special Qualities: Blindsight 60 ft., damage reduction 10/magic, darkvision 120 ft., immunities, spell resistance 14, telepathy 250 ft.
Saves: Fort +3, Ref +4, Will +6
Abilities: Str 13, Dex 14, Con 12, Int 18, Wis 13, Cha 17
Skills: Bluff +13, Concentration +11 (+15 casting defensively), Diplomacy +7, Disguise +3 (+5 acting in character), Escape Artist +11, Heal +6, Intimidate +5, Knowledge (arcana) +9, Knowledge (dungeoneering) +9, Listen +11, Sense Motive +6, Spellcraft +11, Use Rope +2 (+4 bindings)
Feats: Combat Casting, Improved Initiative, Multiattack
Environment: Warm desert
Organization: Solitary, pair, team (3–6 plus 1 elder psurlon), cluster (8–14 plus 1 elder psurlon), or strike team (3–6 plus 1 elder psurlon and 1 giant psurlon)
Challenge Rating: 5
Treasure: Standard
Alignment: Usually neutral evil
Advancement: 8–11 HD (Medium)
Level Adjustment: +4

This creature resembles a bipedal, man-sized earthworm, with a pink tubular body and a blunt, circular maw for a head. Its arms and legs are long and flexible. Small, dark eye-dots ring its mouth.

PSIONIC PSURLONS

If you use the *Expanded Psionics Handbook* in your game, alter the psurlon varieties as follows.

Average Psurlon
Medium Aberration (Psionic)
Special Attacks: Psi-like abilities
Skills: Bluff +13, Concentration +11 (+15 manifesting defensively), Diplomacy +7, Disguise +3 (+5 acting in character), Escape Artist +11, Heal +6, Intimidate +5, Knowledge (dungeoneering) +9, Knowledge (psionics) +9, Listen +11, Psicraft +11, Sense Motive +6, Use Rope +2 (+4 bindings)
Feats: Combat Manifestation, Improved Initiative, Multiattack
Psi-Like Abilities: At will—*concussion blast* (3d6), *inertial armor, read thoughts* (DC 15), 3/day—*brain lock* (all types, DC 15), *cloud mind* (DC 15), *energy bolt* (7d6, DC 17); 1/day—*psionic dimension door, telekinetic maneuver* (+11 check modifier), *telekinetic thrust* (300 lb., DC 16). Manifester level 7th. The save DCs are Charisma-based.

Elder Psurlon
Medium Aberration (Psionic)
Special Attacks: Psi-like abilities
Skills: Bluff +20, Concentration +16 (+20 manifesting defensively), Diplomacy +9, Disguise +5 (+7 acting in character), Escape Artist +17, Heal +13, Intimidate +7, Knowledge (dungeoneering) +15, Knowledge (psionics) +15, Listen +13, Psicraft +17, Sense Motive +18, Use Rope +3 (+5 bindings)
Feats: Combat Manifestation, Dodge, Improved Initiative, Multiattack, Weapon Finesse
Psi-Like Abilities: At will—*concussion blast* (4d6, two targets), *inertial armor, psionic suggestion* (ML 3rd, one target, DC 17), *read thoughts* (DC 17), 3/day—*brain lock* (all types, DC 17), *cloud mind* (DC 17), *psionic dimension door*; 1/day—*energy bolt* (12d6, DC 21), *psionic dominate* (all types, DC 21), *psionic suggestion* (five targets, DC 17). *telekinetic maneuver* (+19 check modifier), *telekinetic thrust* (425 lb., DC 18). Manifester level 12th unless otherwise noted. The save DCs are Charisma-based.

Giant Psurlon
Large Aberration (Psionic)
Special Attacks: Psi-like abilities
Skills: Bluff +18, Concentration +23 (+27 manifesting defensively), Diplomacy +7, Disguise +3 (+5 acting in character), Escape Artist +15, Heal +11, Intimidate +5, Knowledge (dungeoneering) +14, Knowledge (psionics) +14, Listen +22, Psicraft +21, Sense Motive +16, Use Rope +1 (+3 bindings)
Feats: Combat Manifestation, Great Fortitude, Improved Initiative, Improved Natural Armor, Improved Natural Attack (claw), Multiattack, Quicken Spell-Like Ability (*telekinetic thrust*)
Psi-Like Abilities: At will—*concussion blast* (5d6, four targets), *inertial armor, read thoughts* (DC 16), 3/day—*brain lock* (all types, DC 16), *cloud mind* (DC 16), *energy bolt* (ML 12th, 2d6, DC 20); 1/day—*psionic dimension door, telekinetic maneuver* (+22 check modifier), *telekinetic thrust* (575 lb., DC 17). Manifester level 18th unless otherwise noted. The save DCs are Charisma-based.

Most psurlons are average psurlons. Dangerous and malevolent when encountered as solitary hermits, hunters, or spies, they sometimes are found in small bands known as clusters. Average psurlons hardly consider themselves average in any way, and each member of a cluster regards itself as the rightful leader and most intelligent example of its kind. They frequently plot and scheme for status within the cluster, seeking the right to challenge and replace the elders over them.

Psurlons are suspicious, bad-tempered, and cruel. While they lack the ability to enslave with the power of the mind, they are certainly capable of taking slaves through threat of force.

An average psurlon stands about 5 feet tall and weighs about 130 pounds.

Combat

Although they do not relish combat, average psurlons are perfectly willing to attack an enemy if they feel they possess the advantages of position or surprise. They use *invisibility* to set up ambushes whenever possible.

In battle, psurlons make frequent use of their *telekinesis* ability, hurling their foes against nearby walls or into dangerous terrain, or pelting their enemies with heavy boulders if a foe is too heavy to fling. Average psurlons save their *dimension door* ability to escape from a battle they are in danger of losing.

Average psurlons have the ability to use *mage armor* at will, so the statistics above include *mage armor* in the psurlon's Armor Class.

Psionics (Sp): At will—*detect thoughts* (DC 15), *mage armor, sound burst* (DC 15); 3/day—*hold monster* (DC 18), *invisibility, lightning bolt* (DC 16), *telekinesis* (DC 18); 1/day—*dimension door.* Caster level 7th. The save DCs are Charisma-based.

ELDER PSURLON

Medium Aberration
Hit Dice: 12d8+12 (66 hp)
Initiative: +7
Speed: 30 ft. (6 squares)
Armor Class: 17 (+3 Dex, +4 *mage armor*), touch 13, flat-footed 14
Base Attack/Grapple: +9/+10
Attack: Claw +12 melee (1d4+1)
Full Attack: 2 claws +12 melee (1d4+1) and bite +10 melee (1d6)
Space/Reach: 5 ft./5 ft.
Special Attacks: Psionics
Special Qualities: Blindsight 60 ft., damage reduction 10/magic, darkvision 120 ft., immunities, spell resistance 19, telepathy 250 ft.
Saves: Fort +5, Ref +7, Will +11
Abilities: Str 13, Dex 16, Con 12, Int 21, Wis 17, Cha 21
Skills: Bluff +20, Concentration +16 (+20 casting defensively), Diplomacy +9, Disguise +5 (+7 acting in character), Escape Artist +17, Heal +13, Intimidate +7, Knowledge (arcana) +15, Knowledge (dungeoneering) +15, Listen +13, Sense Motive +18, Spellcraft +17, Use Rope +3 (+5 bindings)
Feats: Combat Casting, Dodge, Improved Initiative, Multiattack, Weapon Finesse
Environment: Warm desert
Organization: Solitary, pair, team (1 plus 3–6 average psurlons), cluster (1 plus 8–14 average psurlons), or strike team (1 plus 3–6 average psurlons and 1 giant psurlon)
Challenge Rating: 8
Treasure: Standard
Alignment: Usually neutral evil
Advancement: By class
Level Adjustment: +6

This bloated monstrosity has a brick-red body and a blunt, circular maw for a head. Its arms and legs are tipped with vicious-looking claws. Small, dark eye-dots ring its mouth.

Average psurlons that survive long enough eventually transform into elder psurlons. Elder psurlons are cluster leaders, the masterminds of their kind. Experienced, resourceful, and gifted with superior mental abilities, an elder psurlon has the respect of its lesser fellows—at least until a younger psurlon approaches its own transformation into an elder.

An elder psurlon stands about 6 feet tall and weighs about 200 pounds. It is noticeably darker in color than an average psurlon; its skin is a deep, brick-red color.

Combat

Elder psurlons use much the same tactics as average psurlons do, but they are more likely to direct the battle from the rear while their underlings bear the brunt of the fighting. They have a limited ability to compel and subvert their enemies' minds, and seek to do so early in an encounter.

Psionics (Sp): At will—*detect thoughts* (DC 17), *mage armor, sound burst* (DC 17), *suggestion* (DC 18); 3/day—*dimension door, hold monster* (DC 20), *invisibility, telekinesis* (DC 20); 1/day—*chain lightning* (DC 21), *dominate person* (DC 20), *mass suggestion* (DC 21). Caster level 12th. The save DCs are Charisma-based.

GIANT PSURLON

Large Aberration
Hit Dice: 18d8+54 (135 hp)
Initiative: +5
Speed: 40 ft. (8 squares)
Armor Class: 17 (–1 size, +1 Dex, +3 natural, +4 *mage armor*), touch 10, flat-footed 16
Base Attack/Grapple: +13/+23
Attack: Claw +18 melee (1d8+6)
Full Attack: 2 claws +18 melee (1d8+6) and bite +16 melee (2d6+3)
Space/Reach: 10 ft./10 ft.
Special Attacks: Psionics
Special Qualities: Blindsight 60 ft., damage reduction 15/magic, darkvision 120 ft., immunities, spell resistance 19, telepathy 250 ft.
Saves: Fort +11, Ref +7, Will +12
Abilities: Str 23, Dex 12, Con 16, Int 18, Wis 13, Cha 19

Skills: Bluff +18, Concentration +23 (+27 casting defensively), Diplomacy +7, Disguise +3 (+5 acting in character), Escape Artist +15, Heal +11, Intimidate +5, Knowledge (arcana) +14, Knowledge (dungeoneering) +14, Listen +22, Sense Motive +16, Spellcraft +21, Use Rope +1 (+3 bindings)
Feats: Combat Casting, Great Fortitude, Improved Initiative, Improved Natural Armor, Improved Natural Attack (claw), Multiattack, Quicken Spell-Like Ability (*telekinesis*)
Environment: Warm desert
Organization: Solitary or strike team (1 plus 1 elder psurlon and 3–6 average psurlons)
Challenge Rating: 11
Treasure: Standard
Alignment: Usually neutral evil
Advancement: 19–27 HD (Large); 28–36 HD (Huge)
Level Adjustment: —

A lean, wormlike monster the size of an ogre lurks here. Its tubular body is a light blue color, subtly banded and segmented like the body of an earthworm. It has long, clawed arms and legs, and a blunt, circular maw for a head. Small, dark eye-dots ring its mouth.

From time to time, average psurlons undergoing the transformation to elder do not manifest their new psionic powers, but instead undergo startling physical growth instead. Giant psurlons are every bit as intelligent and deceitful as their average comrades, but defer to the will of the ruling psurlon elder in a cluster.

A giant psurlon stands 12 feet tall and weighs about 900 pounds.

Combat

A giant psurlon prefers to attack from afar, hammering foes with telekinetic attacks and lightning bolts before closing in to finish them in melee. It makes good use of its Quicken Spell-Like Ability feat to launch a dizzying barrage of psionic and physical attacks against its foes.

Psionics (Sp): At will—*detect thoughts* (DC 16), *mage armor, sound burst* (DC 16); 3/day—*hold monster* (DC 19), *invisibility, lightning bolt* (DC 17), *telekinesis* (DC 19); 1/day—*dimension door*. Caster level 18th. The save DCs are Charisma-based.

PSURLON CHARACTERS

Most average psurlons advance by Hit Dice, not by character class, but there are occasional exceptions. Psurlons worship Mak Thuum Ngatha, an entity of the Far Realm. Psurlon clerics can choose from the domains of Destruction, Knowledge, Madness, or Travel. A psurlon's favored class is wizard.

Giant psurlon

Elder psurlon

Average psurlon

Illus. by C. Fix

SHABOATH

Large Construct (Cold)
Hit Dice: 11d10+30 (60 hp)
Initiative: –1
Speed: 20 ft. (4 squares), swim 30 ft.
Armor Class: 20 (–1 size, –1 Dex, +12 natural), touch 8, flat-footed 20
Base Attack/Grapple: +8/+19
Attack: Slam +14 melee (2d10+7)
Full Attack: 4 slams +14 melee (2d10+7)
Space/Reach: 10 ft./10 ft.
Special Attacks: Engulf, improved grab, wall of ice
Special Qualities: Construct traits, damage reduction 10/—, darkvision 60 ft., immunity to acid, immunity to cold, low-light vision, vulnerability to fire, watery concealment
Saves: Fort +3, Ref +2, Will +3
Abilities: Str 25, Dex 9, Con —, Int —, Wis 11, Cha 1
Skills: —
Feats: —
Environment: Underground
Organization: Solitary or gang (2–4)
Challenge Rating: 10
Treasure: None
Alignment: Always neutral
Advancement: 12–22 HD (Large); 23–33 HD (Huge)
Level Adjustment: —

Illus. by S. Ellis

A pool of seething fluid piles up on itself, forming an undulant mass of four large tentacles joined to a central mound of thick, syrupy liquid.

Shaboaths are constructs created by powerful aboleths to guard their cities and perform various errands. They have bodies made of thick, transparent fluid—water tainted with the slime exuded by a savant aboleth. A shaboath is a shapeless creature that resembles a sphere or pool of water when at rest. When it attacks, it creates four large pseudopods.

A shaboath is about 10 feet wide, with 10-foot-long tentacles. It weighs about 12,000 pounds.

A shaboath cannot speak nor make any vocal noise. The creature carries with it a distinctive musty smell, like that of mildew or swamp water. On land, it moves with a sloshing, undulant coiling, and leaves a trail of moisture in its wake.

COMBAT

Shaboaths are relentless combatants. They are difficult to harm with weaponry and are immune to many spells and energy types; only fire is guaranteed to be effective against them. They attack by forming four large tentacles, which they use to slam any targets in reach (other than aboleths).

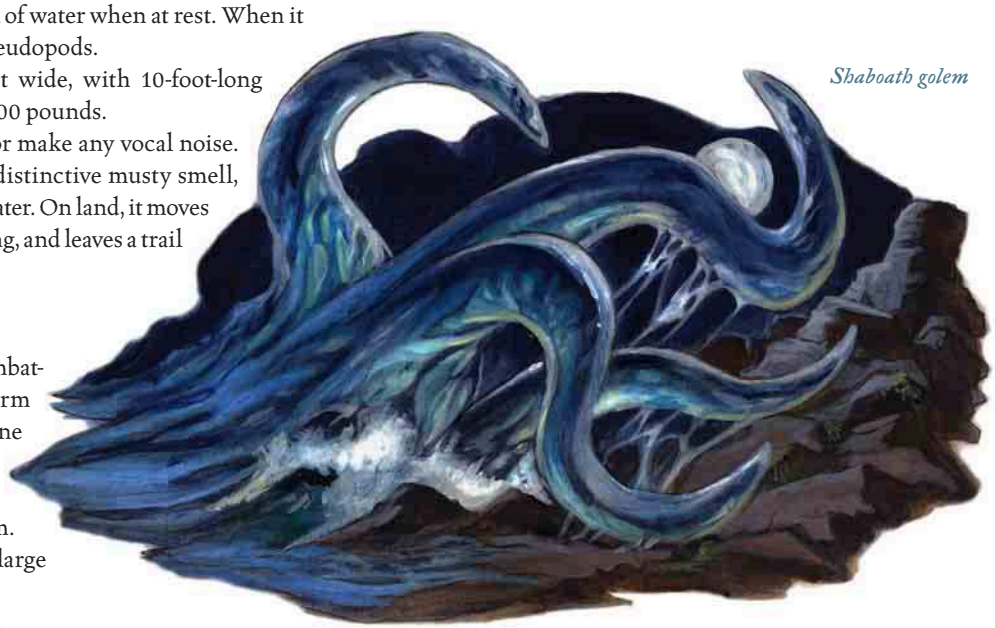
Engulf (Ex): A shaboath can attempt to engulf a grabbed opponent that is equal to or smaller than its size category by making a successful grapple check. Once inside, the opponent takes 2d10+10 points of crushing damage per round. If the opponent cannot breathe water, it must hold its breath or begin to drown. An engulfed creature can escape by making a successful grapple check or Escape Artist check. The amount of time a creature can hold its breath if it takes a standard action is reduced by 1 round. A shaboath can engulf 1 Large creature, 2 Medium creatures, 4 Small creatures, 8 Tiny creatures, 16 Diminutive creatures, or 32 Fine creatures at one time.

Improved Grab (Ex): To use this ability, a shaboath must hit with a slam attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it can attempt to engulf the target in the following round.

Wall of Ice (Su): A shaboath can generate a wall of ice (as the spell, caster level 20th) once per minute as a standard action that does not provoke attacks of opportunity.

Construct Traits: A shaboath has immunity to poison, sleep effects, paralysis, stunning, disease, death effects, necromancy effects, mind-affecting spells and abilities (charms, compulsions, phantasms, patterns, and morale effects), and any effect that requires a Fortitude save unless it also works on objects or is harmless. It is not subject to extra damage from critical hits, nonlethal damage, ability damage, ability drain, fatigue, exhaustion, or energy drain. It cannot heal damage, but it can be repaired. It has darkvision out to 60 feet and low-light vision.

Watery Concealment (Ex): A shaboath that is completely underwater is difficult to see. Its form constantly shifts and blends with the surrounding water, granting the creature concealment.



Shaboath golem

SHADOW CREATURE

Shadow creatures dwell on the Plane of Shadow, sometimes crossing into other planes where the barriers between dimensions are weak. Just as parts of the Plane of Shadow resemble a strange, distorted version of the Material Plane, shadow creatures superficially resemble creatures from the Material Plane. Shadow creatures are darker, more elusive, and spookier than their material counterparts.

Shadow creatures are not to be confused with shadows (undead creatures that dwell on the Plane of Shadow). Other creatures native to the Plane of Shadow exist that have stronger or weaker connections to the energies of that place (such as the shadow mastiff) and therefore do not follow this template.

Shadow choker

Illus. by M. Phillippi

SAMPLE SHADOW CREATURE

Shadow Choker
Small Aberration (Extraplanar)
Hit Dice: 3d8+3 (16 hp)
Initiative: +6
Speed: 30 ft. (6 squares), climb 15 ft.
Armor Class: 17 (+1 size, +2 Dex, +4 natural), touch 13, flat-footed 15
Base Attack/Grapple: +2/+5
Attack: Tentacle +6 melee (1d3+3)
Full Attack: 2 tentacles +6 melee (1d3+3)
Space/Reach: 5 ft./10 ft.
Special Attacks: Constrict 1d3+3, improved grab
Special Qualities: Darkvision 60 ft., fast healing 2, low-light vision, quickness, resistance to cold 8, shadow blend
Saves: Fort +2, Ref +5, Will +4
Abilities: Str 16, Dex 14, Con 13, Int 4, Wis 13, Cha 7
Skills: Climb +13, Hide +10, Move Silently +12
Feats: Improved Initiative[B], Lightning Reflexes, Stealthy
Environment: Plane of Shadow
Organization: Solitary
Challenge Rating: 3
Treasure: 1/10 coins; 50% goods; 50% items
Alignment: Usually neutral evil
Advancement: 4–6 HD (Small); 7–9 HD (Medium)
Level Adjustment: —

A creature lurks in the shadows. Its dark, mottled body resembles that of a naked halfling, but its limbs are incredibly spindly and long. It seems to be almost a living shadow—an oily, liquid creature of the darkness.

Combat

A shadow choker uses its shadow blend ability to strike from the shadows. If badly wounded, it is likely to withdraw from combat and stalk its intended prey for a short time to give its fast healing a chance to work before striking again.

Constrict (Ex): The shadow choker deals 1d3+3 points of damage with a successful grapple check against a Large or smaller creature. Because it seizes its victim by the neck, a creature in the choker's grasp cannot speak or cast spells with a verbal component.

Improved Grab (Ex): To use this ability, a shadow choker must hit a Large or smaller opponent with a tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict. Chokers receive a +4 racial bonus on grapple checks, which is already included in the statistics block.

Quickness (Su): Although not particularly dexterous, a choker is supernaturally quick. It can take an extra standard action or move action during its turn each round.

Shadow Blend (Su): In any conditions other than full daylight, a shadow choker can disappear into the shadows, giving it total concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability, but a *daylight* spell will.

Skills: A shadow choker has a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened. A shadow choker has a +6 racial bonus on Move Silently checks.

CREATING A SHADOW CREATURE

"Shadow" is a template that can be added to any corporeal aberration, animal, dragon, fey, giant, humanoid, magical beast, monstrous humanoid, plant, undead, or vermin (referred to hereafter as the base creature).

A shadow creature uses all the base creature's statistics and abilities except as noted here. Do not recalculate the creature's Hit Dice, base attack bonus, saves, or skill points if its type changes.

Size and Type: Animals or vermin with this template become magical beasts, but otherwise the creature type is unchanged. Shadow creatures encountered on the Material Plane have the extraplanar subtype and are native to the Plane of Shadow.

Speed: As base creature 1-1/2.

Special Qualities: A shadow creature retains all the special qualities of the base creature, and also gains the following:

— Resistance to cold equal to 5 + 1 per Hit Die, to a maximum of 15.

— Darkvision out to 60 feet.

— Low-light vision.

— *Shadow Blend* (*Su*): In any conditions other than full daylight, a shadow creature can disappear into the shadows, giving it total concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability, but a *daylight* spell will.

Shadow creatures also have one additional special ability for every 4 Hit Dice they possess (minimum of one additional ability) chosen from the following list:

— +2 luck bonus on all saving throws.

—*Cause Fear* (*Sp*): 1/day. Caster level 5th. The save DC is Charisma-based.

—Damage reduction 5/magic.

—Evasion, as the rogue class feature.

—Fast healing 2.

—*Mirror Image* (*Sp*): 1/day. Caster level 5th.

—*Plane Shift* (*Sp*): 1/day, to or from the Plane of Shadow only. Caster level 15th.

If the base creature already has one or more of these special qualities, use the better value.

Skills: Same as base creature. Shadow creatures gain a +6 racial bonus on Move Silently checks.

Feats: Same as the base creature.

Environment: Plane of Shadow.

Organization: Same as the base creature.

Challenge Rating: Same as the base creature +1.

Treasure: Same as the base creature.

Alignment: Usually neutral evil.

Advancement: Same as the base creature.

Level Adjustment: Same as base creature +2.

SILTHILAR

Fine Aberration (Shapechanger, Swarm)
Hit Dice: 9d8+27 (67 hp)
Initiative: +9
Speed: 20 ft. (4 squares), fly 40 ft. (perfect)
Armor Class: 23 (+8 size, +5 Dex), touch 23, flat-footed 18; or 23 (+5 Dex, +8 natural) in coalesced form
Base Attack/Grapple: +6/–10 in coalesced form
Attack: Swarm (2d6 plus infestation); in coalesced form, kukri +11 melee (1d4/18–20) or spine +11 melee (1d4 plus infestation)
Full Attack: Swarm (2d6 plus infestation); in coalesced form, 4 kukris +11 melee (1d4/18–20) or 4 spines +11 melee (1d4 plus infestation)
Space/Reach: 10 ft./—; or 5 ft./5 ft. in coalesced form
Special Attacks: Distraction, infestation, warp flesh
Special Qualities: Coalesced form, immortality, immunity to disease, immunity to weapon damage, low-light vision, swarm traits
Saves: Fort +6, Ref +8, Will +9
Abilities: Str 1 (10 in coalesced form), Dex 20, Con 16, Int 20, Wis 12, Cha 17
Skills: Concentration +15, Diplomacy +5, Heal +13, Knowledge (arcana) +17, Knowledge (any one) +17, Listen +13, Sense Motive +13, Spot +13
Feats: Ability Focus (warp flesh), Graft Flesh[B]†, Improved Initiative, Iron Will, Weapon Finesse
† New feat described on page 216.
Environment: Temperate forests
Organization: Solitary, gang (2–4 swarms), or colony (5–12 swarms)
Challenge Rating: 7
Treasure: Standard
Alignment: Usually chaotic good
Advancement: By character class
Level Adjustment: +8

This cloud of pale green mist defies the laws of nature, coiling and roiling almost with a mind of its own. Long, dark green spines the size of a rapier blade, up to four at a time, constantly form and dissolve within the cloud. Suddenly, it collapses in on itself to take on the crude form of a flying eight-limbed creature. The four upper limbs end in long spines, and the four lower limbs end in tiny, four-fingered hands. Its roughly humanoid torso is covered with dark green plates, and its head is a writhing mass of tendrils.

The silthilar are an unusual form of colonial intelligence found only in the most tangled and remote forests of the world. They are all that remains of a proud and ancient race of sylvan creatures that had mastered the art of grafting and shaping living flesh to suit their own needs. Their world crumbled eons ago when their research unleashed a terrible magic plague. Silthilar wizards, in an act of desperation, worked a powerful spell that separated their minds from their failing bodies. The spell shattered their minds into millions of tiny motes of flesh and bone, each of which served as a vessel for a single piece of silthilar lore. Alone, a single piece of flesh or bone was nothing more than quiescent lore, but together, the particles formed a powerful hive mind capable of organizing thousands upon thousands of similar particles into a single entity.

Today, the silthilar exist as these hive-mind swarms. In their new form, the silthilar are free to pursue their research and experiments without fear of disease or old age. Fortunately, their curiosity about the flesh is tempered by their respect for life. With the notable exception of rogue swarms, most silthilar

restrain their research to volunteers who seek out the silthilar to enhance their own bodies.

A silthilar swarm that is at rest or performing research appears as a roiling cloud of green particles. Up close, a single particle appears as a tiny sphere of fleshy tendrils and bony spines, no more than half an inch in diameter and often much smaller than that.

Unlike other swarms, a silthilar swarm can organize itself and transform into a solid shape that closely approximates that of their original body, although one without distinguishing features. In this form, a silthilar is roughly human-sized and shaped, with eight long, thin limbs arranged in a radial pattern around the body in two rings of four. Its four lower extremities end in tiny hands, each with four fingers extending in a radial pattern from the palm, that wield kukris. (When a silthilar assumes swarm form, it stores these weapons in an extradimensional pocket.) Its upper arms are arranged in a similar manner, and each ends in a long, thin spine that serves as a natural weapon. A silthilar's head is a roughly spherical mass of hundreds of thin tendrils.

Silthilar speak their own language, and their high intelligence allows them to speak many other languages as well. All languages are considered bonus languages for silthilar. Their voices have a distinct buzzing to their otherwise airy tones.

Silthilar

COMBAT

A silthilar swarm's attacks depend on its current shape. As a swarm, it prefers to simply engulf enemies and scour away at exposed flesh, dealing 2d6 points of damage to any creature whose space it occupies at the end of its move. In its coalesced form, a silthilar attacks more conventionally; it can use its kukris or its spines with great finesse, although it can only bring four natural weapons to bear in a single round (either the four kukris or the four spines, but not some of each).

Distraction (Ex): Any living creature that begins its turn with a silthilar in swarm form in its square is nauseated for 1 round; a DC 17 Fortitude save negates the effect. Even with a successful save, spellcasting or concentrating on spells within the area of a swarm requires a Concentration check (DC 20 + spell level). Using skills requiring patience and concentration requires a DC 20 Concentration check. The save DC is Constitution-based.

Infestation (Su): A silthilar can infest any living creature it strikes with its claws or its swarm damage. A creature so struck must make a DC 17 Fortitude save or take 1d4 points of ability damage selected randomly from Strength, Dexterity, or Constitution. The save DC is Constitution-based.

Warp Flesh (Su): As a full-round action that provokes attacks of opportunity, a silthilar in swarm form can focus its attention on a single living creature that shares one of its squares. The target must make a DC 19 Fortitude save or be transformed into an entirely different creature. This effect is identical to *polymorph any object* (caster level 9th), except that it can only change a living creature into another living creature (see the spell description, pager 263 of the *Player's Handbook*). A silthilar does not deal normal swarm damage or cause distraction on a round in which it warps flesh. The save DC is Constitution-based.

Coalesced Form (Su): As a standard action that provokes attacks of opportunity, a silthilar can switch from its swarm form to its solid form. Retrieving its weapons from their extradimensional pockets is a free action that does not provoke attacks of opportunity. A silthilar does not regain lost hit points when it changes form. It can remain in either form as long as it likes.

In its coalesced form, a silthilar is treated as a Medium aberration with a space/reach of 5 feet/5 feet. It loses its +8 size bonus to its Armor Class and attack rolls, but gains a +8 natural armor bonus from the dense plates of hardened bone and chitin that cover its body. It retains the swarm subtype and all the traits associated with that swarm with the exception of its swarm attack and distraction ability. As a swarm of Fine creatures, it is not subject to extra damage from critical hits and retains its immunity to weapon damage. If a silthilar is struck with a physical attack, it must make a Concentration check (DC 10 + the number of points of damage dealt by the attack) or revert immediately to swarm form and be nauseated for 1d4 rounds.

Immortality (Ex): A silthilar does not age, nor can it be harmed by effects that cause magical aging.

Swarm Traits: A swarm has no clear front or back and no discernible anatomy, so it is not subject to extra damage from

Illus. by M. Phillippi

critical hits or flanking. A swarm composed of Fine creatures is immune to all weapon damage.

Reducing a swarm to 0 hit points or fewer causes the swarm to break up, though damage taken until that point does not degrade its ability to attack or resist attack. Swarms are never staggered or reduced to a dying state by damage. Also, they cannot be tripped, grappled, or bull rushed, and they cannot grapple another.

A swarm is immune to any spell or effect that targets a specific number of creatures (including single-target spells such as *disintegrate*), with the exception of mind-affecting spells and abilities if the swarm has an intelligence score and a hive mind. A swarm takes half again as much damage (+50%) from spells or effects that affect an area, such as splash weapons and many evocation spells.

Swarms made up of Diminutive or Fine creatures are susceptible to high winds such as that created by a *gust of wind* spell. For the purpose of determining the effect of wind on a swarm, treat the swarm as a creature of the same size as its constituent creatures. Wind effects deal 1d6 points of nonlethal damage to a swarm per spell level (or Hit Die of the originating creature, in the case of effects such as an air elemental's whirlwind).

A swarm rendered unconscious by means of nonlethal damage becomes disorganized and dispersed, and does not re-form until its hit points exceed its nonlethal damage.

SILTHILAR CHARACTERS

Many silthilar gain class levels (often as wizards). A silthilar gains the benefits of increased Hit Dice, base attack bonuses, saving throw bonuses, and skill points from its class levels in both of its forms. It can use class features and spellcasting abilities only in its coalesced form; these abilities are suppressed while the creature is in swarm form.

Urophion

Illus. by W. Reynolds

UROPHION

Large Aberration
Hit Dice: 12d8 +36 (90 hp)
Initiative: +5
Speed: 10 ft. (2 squares)
Armor Class: 24 (–1 size, +1 Dex, +14 natural), touch 10, flat-footed 23
Base Attack/Grapple: +9/+17
Attack: Strand +9 ranged touch (drag) or bite +12 melee (2d6+6)
Full Attack: 6 strands +9 ranged touch (drag) and bite +12 melee (2d6+6)
Space/Reach: 10 ft./10 ft. (50 ft. with strand)
Special Attacks: Drag, extraction, *mind blast*, psionics, strands, weakness
Special Qualities: Darkvision 60 ft., immunity to electricity, low-light vision, resistance to cold 10, spell resistance 30, telepathy 100 ft., vulnerability to fire
Saves: Fort +9, Ref +5, Will +13
Abilities: Str 19, Dex 13, Con 16, Int 17, Wis 16, Cha 15
Skills: Climb +14, Concentration +18 (+22 casting defensively), Hide +12 (+20 in stony or icy areas), Knowledge (dungeoneering) +8, Listen +20, Spot +20
Feats: Alertness, Combat Casting, Great Fortitude, Improved Initiative, Iron Will
Environment: Underground
Organization: Solitary, pair, or cluster (3–6)
Challenge Rating: 13
Treasure: No coins; 50% goods (stone only); no items
Alignment: Usually lawful evil
Advancement: 13–24 HD (Large); 25–36 HD (Huge)
Level Adjustment: —

This creature strongly resembles a natural stalagmite almost 10 feet tall. A single red eye glares above a huge maw filled with jagged teeth, and thin, flexible strands or tendrils whip around its rocky body.

A urophion is the result when an illithid tadpole is implanted into a roper's brain. These miserable creatures are nearly as intelligent as their mind flayer kin, but they are treated as no

more than convenient tools for the mind flayers to use as they see fit. They live lonely, brooding lives on the fringes of mind flayer society, serving as guardians and sentinels, with little reward for their loyalty other than the promise of joining the elder brain on death.

COMBAT

Like a roper, a urophion hunts by standing completely still until prey wanders near. It can then use *detect thoughts* to pick out the best targets for immediate attack, which it launches with surprise.

Drag (Ex): If a urophion hits with a strand attack, the strand latches onto the opponent's body. This deals no damage but drags the stuck opponent 10 feet closer each subsequent round (provoking no attack of opportunity) unless that creature breaks free, which requires a DC 24 Escape Artist check or a DC 20 Strength check. The check DCs are Strength-based, and the Escape Artist DC includes a +4 racial bonus. A urophion can draw a creature to within 10 feet of itself and bite with a +4 attack bonus in the same round.

A strand has 10 hit points and can be attacked by making a successful sunder attempt. Attacking a urophion's strand does not provoke attacks of opportunity. If the strand is currently attached to a target, the urophion takes a –4 penalty on its attack roll to resist the sunder attempt. Severing a strand deals no damage to the urophion itself.

Extraction (Ex): If a urophion begins its turn with at least one strand attached to a victim of Huge size or smaller that is adjacent to it, it can attempt to perform an extraction of the victim's brain as a full-round action. It must succeed on a bite attack, dealing normal damage. It then makes an immediate grapple attempt as a free action without provoking attacks of opportunity. If the urophion succeeds on this check, it tears the victim's skull open and devours its brain, killing it immediately.

Constructs, elementals, oozes, plants, and undead are immune to extraction. Extraction is not instantly fatal to foes with multiple heads.

Mind Blast (Sp): A urophion can discharge a devastating psionic attack in the form of a cone 60 feet long. Anyone caught in this cone must succeed on a DC 18 Will save or be stunned for 3d4 rounds. The save DC is Charisma-based. This ability is the equivalent of a 4th-level spell.

Psionics (Sp): At will—*detect thoughts* (DC 14), *suggestion* (DC 15). Caster level 12th. The save DCs are Charisma-based.

Strands (Ex): Most encounters with a urophion begin when it fires strong, sticky strands. The creature can have up to six strands at once, and they can strike up to 50 feet away (no range increment). If one of its strand is severed, a urophion can extrude a new one on its next turn as a free action.

Weakness (Ex): A urophion's strands can sap an opponent's strength. Anyone grabbed by a strand must succeed on a DC 19 Fortitude save or take 2d8 points of Strength damage. The save DC is Constitution-based.

Skills: Urophions have a +8 racial bonus on Hide checks in stony or icy areas.

ZEUGALAK

Huge Aberration
Hit Dice: 16d8+128 (200 hp)
Initiative: +3
Speed: 30 ft. (6 squares), climb 30 ft.
Armor Class: 25 (–2 size, +3 Dex, +14 natural), touch 11, flat-footed 22
Base Attack/Grapple: +12/+29
Attack: Tentacle +19 melee (1d8+9 plus 1d6 electricity/19–20/ 3)
Full Attack: 3 tentacles +19 melee (1d8+9 plus 1d6 electricity/19–

Zeugalak

Illus. by R. Sardinha

20/ 3) and 2 claws +17 melee (1d8+4 plus 1d6 electricity) and sting +17 melee (1d8+4 plus 1d6 electricity plus poison)
Space/Reach: 15 ft./10 ft. (30 ft. with sting)
Special Attacks: Augmented critical, breath weapon, electrical aura, improved grab, pinning, poison
Special Qualities: Darkvision 60 ft., electrical affinity, electrical teleportation, feather fall, immunity to poison, low-light vision, spell resistance 21
Saves: Fort +13, Ref +10, Will +16
Abilities: Str 28, Dex 16, Con 26, Int 4, Wis 18, Cha 10
Skills: Climb +17, Listen +13, Spot +14
Feats: Combat Reflexes, Improved Critical (tentacle), Iron Will, Lightning Reflexes, Multiattack, Run
Environment: Warm mountains
Organization: Solitary or pair
Challenge Rating: 12
Treasure: Standard
Alignment: Usually chaotic neutral
Advancement: 17–20 HD (Huge); 21–40 HD (Gargantuan); 41–48 HD (Colossal)
Level Adjustment: —

This creature darts and weaves with shocking agility for something so massive. It has four saurian legs that each end in a single massive talon. An incredibly long, whiplike stinger thrashes atop the beast, and what must be its head consists of three tentacles that peel back to expose inner surfaces covered with hundreds of sharklike teeth and a gaping circular maw. Arcs of electricity dance over the monster's pale blue and white skin, and three huge yellow eyes glare from above its mouth.

The dreaded zeugalak is a dangerous predator found on the lower slopes of rugged mountains in tropical regions, although it has been encountered in large underground regions as well. A zeugalak isn't particularly intelligent, but it is nonetheless a patient and observant monster that defends its chosen territory quite fiercely.

A zeugalak is a nocturnal creature, although sunlight doesn't impede its sensitive eyesight. Zeugalaks are especially active during thunderstorms, and cavort atop mountain peaks during such weather. Their terrible bellows of delight when they are struck by bolts of lightning can carry for miles. When struck, they use their electrical teleportation ability to teleport high into the clouds above so they can enjoy the long *feather fall* back to the ground below through the surrounding storm.

A zeugalak is about 26 feet long and weighs about 22,000 pounds.

COMBAT

A zeugalak is fond of initiating combat with a charge attack, although it also uses *feather fall* to drop down on targets from high ledges. Once in melee, the creature splits its attacks among all targets in reach, using its Combat Reflexes and the incredible reach of its stinger to disrupt spellcasters and any attempts to flank it. It uses its breath weapon against those who try to stay out of its melee reach.

Augmented Critical (Ex): A zeugalak's tentacles deal 3 damage on a successful critical hit.

Breath Weapon (Su): 100 ft. line, once every 1d4 rounds, damage 12d6 electricity, Reflex DC 26 half. The save DC is Constitution-based.

Electrical Aura (Su): A zeugalak's body is constantly shrouded in an aura of electrical energy. Any creature that successfully strikes a zeugalak with a melee weapon or natural weapon takes 1d6 points of electricity damage. Each of a zeugalak's melee attacks deals an extra 1d6 points of electricity damage on a hit. This additional damage is not multiplied on a critical hit.

Improved Grab (Ex): To use this ability, the zeugalak must hit a creature that is at least two size categories smaller than it with a claw attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple, it establishes a hold and can attempt to pin the opponent in the following round.

Pinning (Ex): A zeugalak that pins an opponent with a claw deals claw damage (1d8+4) and twice its normal electricity damage (2d6) in each round it maintains the pin. While maintaining a pin with its claw, it can continue to attack other targets with its other attacks (and can even pin another target with its other claw).

Poison (Ex): Injury (sting), Fortitude DC 26, initial and secondary damage 1d10 Str. The save DC is Constitution-based.

Electrical Affinity (Su): A zeugalak takes no damage from electricity. Instead, any electricity attack used against a zeugalak (except for an electricity attack that originates from a zeugalak) temporarily grants it 1d4 points of Dexterity. The zeugalak loses these points at the rate of 1 per hour.

Electrical Teleportation (Su): If a zeugalak gains points to its Dexterity from an electricity-based attack, it can instantly teleport (as the spell *greater teleport*) to the source of the electrical attack. This ability is a free action that does not provoke attacks of opportunity and can be used once per minute. A zeugalak can use this ability even on another creature's turn.

Feather Fall (Su): At will, a zeugalak can use a feather fall effect (as the spell, caster level 16th) with personal range.

Illus. by C. Lukacs

Given their advantages in magical lore, physical prowess, and sheer intellect, it's perhaps surprising that master aberrations have not enslaved the human world. Fortunately for humankind (and all other humanoid races), bold and determined adventurers devote their careers to checking the plots of these brooding monstrosities and exterminating them from the face of the world.

In addition to human (and humanoid) crusaders and heroes, other races stand in opposition to the diabolical plots of the mind flayers and the depredations of beholderkind. Powerful good-aligned monsters such as metallic dragons, fey, and outsiders recognize the threat posed by evil aberrations and battle against them. Even neutral- or evil-aligned creatures are often willing to fight against aberrations. A tribe of savage and cruel frost giants has no particular interest in becoming slaves to aboleths or mind flayers, or in allowing these abominations to infiltrate and corrupt the world.

While the would-be aberration hunter can find allies, the ultimate defense of human life, welfare, and sanity rests in human hands. Human (or dwarf, elf, gnome, or halfling) champions who discover the existence of an aberration threat against their homeland face a dark and dangerous campaign to drive back their foes. It is a war fought in the deep places of the earth, in lightless dens of unspeakable horror and madness—a war that deeply scars champions who are skilled or lucky enough to emerge victorious.

THE GREAT FOES

While any aberration can be dangerous, three races in particular—aboleths, beholders, and mind flayers—possess the combination of intelligence, magical power, ambition, and numbers to pose a grave threat to humankind and its allies. Dealing with a cloaker infestation or grell nest is the work of a few adventures. On the other hand, halting the schemes of the aboleths or mind flayers might take years, a long and lonely task requiring special knowledge of the enemy and specific spells and magic items.

Characters who take up the crusade against these ancient and monstrous evils must steel themselves to deal with perils that most adventurers prefer not to contemplate. Fates far worse than death wait in the watery cities of the aboleths, the thrall-pens of the mind flayers, or the slave quarters of the neogi.

ABOLETHS

Adventurers preparing to confront aboleths face three major challenges: the monsters' intelligence, their mental powers, and their environment.

Aboleths are ruthless geniuses. They do not overlook weaknesses in their defenses and they easily anticipate an enemy's actions. They respond to threats with efficiency and guile, dispatching mind-controlled spies to learn the heroes' routines and vulnerabilities, using divination magic to monitor the heroes' activities, and concocting ruses and traps likely to confuse or snare the heroes.

There is no good answer to aboleth intelligence, but at the very minimum, an aboleth hunter should make use of magic designed to obscure divinations such as *nondetection*, *detect scrying*, and *mind blank*. Searching out humanoid minions of the aboleths with spells such as *detect thoughts* or *detect magic* is another sound tactic. Even people well known to the heroes should be checked regularly to make sure that they have not fallen under the sway of an aboleth master. Finally, clever heroes could make a point of showing the aboleths what they expect to see. Instead of killing or freeing a spy known to be enslaved by the aboleths, the heroes could allow the spy to continue her reports, carefully allowing her to observe some activities and not others. Aboleths are smart enough to see through such a tactic if it is not handled with skill and subtlety.

Preparing to deal with the mental powers of the aboleths is a key part of any successful expedition against the monsters. Nothing can destroy a band of heroes quicker than having a powerful fighter switched from an ally to a foe by a spell of mental domination. Any steps that improve a character's Will save are virtually mandatory for an aboleth hunter. Characters who expect to face aboleths would be well advised to take the Iron Will feat at the first opportunity, and to acquire defensive items such as *cloaks of resistance* if at all possible. Use of the *protection from evil* spell exemplifies a particularly good tactic to employ against aboleths; a character so protected cannot be made to attack his comrades.

The third difficulty in defeating the aboleths lies in their preferred environment, the cold and lightless waters of the underground. Any aboleth seriously threatened by land-bound attackers can simply retreat into the dark depths of its lair. Spells such as *water breathing* and *freedom of movement* are absolutely essential for cornering aboleths that have chosen to retreat from a fight. *Polymorph* is another good tactic, as is using *summon monster* to conjure an aquatic monster that can go where the heroes cannot. Without the ability to pursue aboleths into their submerged lairs, aberration hunters find that the monsters are exceedingly hard to finish off.

BEHOLDERS

Despite the fact that they are individually more powerful than aboleths, beholders are in some ways easier foes to combat. They lack the sheer genius, organization, and minions of the aboleths; dealing with a beholder is simply a question of assembling the right resources in the right place. Beholders possess three advantages that must be accounted for: the deadly eye rays, the antimagic cone, and their ability to fly.

Dealing with the eye rays is difficult, but not impossible. The simplest method is to use *antimagic field* to render oneself invulnerable to the direct effect of the eye rays, and then kill the monsters with missile fire if they hover out of reach. If no spellcaster in the party can cast the spell, acquiring a scroll of *antimagic field* before confronting beholders is a wise idea. This tactic has drawbacks: Not everyone can produce an *antimagic field* on demand, the characters' own magic can't work as long as the party shelters within the field, and clever beholders can still cause great damage by disintegrating the ceiling overhead or using telekinesis to hurl heavy objects into the *antimagic field*.

Without an *antimagic field*, attacking beholders becomes a much more dangerous proposition. The best tactic is to limit the number of eyes that can be used against the party. Instead of surrounding the monsters, experienced beholder hunters stay closely grouped so that the monsters can bring only a few eye rays into play at a time. Anything that obscures or limits vision is useful. A common smokestick provides concealment that the beholder's antimagic cone can't disperse, while

Protected by an antimagic field, Mialee and Tordek take the battle to a dreaded beholder

Illus. by R. Spencer

summoned air elementals can be directed to form whirlwinds that create obscuring clouds of dust and debris.

Unlike the eye rays, not much can be done about the antimagic cone. In some respects, arranging the fight in such a way that the beholders' best move is to keep the characters in the antimagic cone is a win for the heroes, since it negates the peril of the eye rays. Heroes hoping to use magic to reach or strike beholders should provide themselves with a respectable nonmagical ranged attack, just in case—heavy and accurate archery fire can slay beholders more easily than flying characters wielding magic swords.

The beholders' ability to fly is not particularly unique. Few creatures can both fly and deny their opponents the same ability, though—a tactic beholders employ through the use of their antimagic cones. Beholders build their lairs to take advantage of this tactic by incorporating vertical shafts with twists and turns just long enough for eye ray range, but not long enough for them to be exposed to long-range missile fire they can't return. Again, ranged weapons can reach beholders that refuse to come into melee range.

MIND FLAYERS

Much like the aboleths, illithids are frighteningly intelligent, coldly analytical, and armed with potent mental powers. They do not enjoy the advantages an aquatic environment provides, but they are even more personally dangerous than the aboleths because of their horrible ability to kill stunned enemies by extracting their brains.

Brilliant, efficient, and completely unscrupulous, mind flayers are perfectly aware of their advantages and disadvantages in battle, and they are capable of anticipating the heroes' actions with uncanny accuracy. They are more inclined to personally investigate and scout hero parties than aboleths are, simply because their mental powers allow them to infiltrate humanoid strongholds or settlements and quickly escape from dangerous situations. Mind flayers are also quite skilled at directing their thralls to spy on and harass heroes in places of supposed safety.

As with aboleths, there is no good answer to calculating, pragmatic genius combined with inhuman evil. The illithid hunter should take steps to block divinations and expose mind flayer thralls that might be spying on him, while doing what he can to encourage illithid observers to see what they expect to see.

It is absolutely imperative to take all stops possible to resist the mental powers of mind flayers before meeting them in battle. The Iron Will feat is useful, providing a potentially crucial edge in resisting *mind blast* and other mind-affecting spells and abilities. Unfortunately, the *protection from evil* spell does not negate a *mind blast* in the same way it halts mental control; defending against *mind blast* requires *spell resistance*, *protection from spells*, or the best defense, *spell immunity*, which gives a character immunity to any 4th-level spell or spell-like ability (such as *mind blast*). Another useful tactic is to use *summon monster* to conjure a creature that can't be stunned, such as an elemental, and send the summoned creature against the mind flayers, or simply command it to remain nearby and protect the party in case characters are stunned.

MINIONS AND CULTISTS

Aberrations command the allegiance of other creatures, ranging from horrible monsters nearly as bad as their masters to human alienists or cultists. Master aberrations are rarely encountered alone, since members of each of the great races can easily enslave other creatures to their wills.

Illus. by W. England

Symbols of (1) the Great Mother, (2) Ilsennsine, (3) Ghaunadaur, (4) Tharizdun, (5) the Patient One, and (6) Mak Thuum Ngatha

Minions and allies offer clever aberrations the opportunity to overcome their innate vulnerabilities or weaknesses by capturing creatures whose strengths complement their own. For example, landgoing slaves of the aboleths allow the deep masters to strike at enemies far from the underground seas where the aboleths lurk, while neogi enslave umber hulks to make up for their own small stature and weak fighting ability.

The majority of aberration minions are thralls, humanoid slaves who serve as forced labor, guards, and occasionally meals for their masters. In any normal setting, the thralls of the aboleths or mind flayers would rebel or flee rather than continue in perpetual servitude, but the master aberrations have millennia of experience in managing their captive populations. They learned long ago that slaves can be divided against each other by creating a class of overseers that stand above the rest. It is not even necessary to keep all the slaves or overseers *charmed* or *dominated* all the time. A few powerful individuals under mental control can go a long way toward keeping the rank-and-file under the lash, and truly intractable slaves are simply consumed at the earliest opportunity.

Whenever possible, aberrations with the innate ability to *charm* or *dominate* others enslave powerful monsters as well as humanoids. These creatures are rarely left uncontrolled, since they might possess the strength to escape or turn on their masters if freed of their mental shackles.

Unlike thralls, who rarely choose their fate, cultists willingly treat with monsters that regard humanoids as prey or vermin. Even the most avaricious or cruel humans value their own humanity to some extent, but aberrant cultists and fanatics embrace nihilism, madness, and self-obliteration. Even by the standards of truly evil people, cultists of this sort are abhorrent.

Horrific deities such as Ghaunadaur or Tharizdun offer power to humans or humanoids willing to ignore the risks inherent in dealing with such divinities. The most depraved cults include both aberration and humanoid followers. The humanoids serve as spies, guards, and assassins, while the aberrations provide frightening magical and physical power to back up their humanoid comrades. A coven of beholder cultists that worships a living beholder extends the monster's reach into the heart of any human community nearby, making it difficult for adventurers opposing the monster to surprise it in its lair.

It is a bitter truth that aberration hunters must begin their quests by fighting and killing otherwise blameless creatures compelled to serve evil masters. Unfortunately, it is often impossible to tell whether a particular minion or guardian serves because it is rewarded by its masters with power over other thralls, because it regards its situation as hopeless and is only trying to survive, or because it is magically compelled to its duty.

UNHUMAN GODS

Aberrations have an entirely different notion of divinity from that of humanoids. Human cultures perceive a discontinuity between mortal and divine, a dividing line as vast and impassable as a great ocean. Master aberrations, on the other hand, regard their divine patrons as exemplars of their kind—older siblings that have achieved divine power through age, knowledge, and fearlessness. Every aboleth believes that it holds the potential to achieve godhood, or something very much like it, with sufficient study.

Those who battle master aberrations must confront dark cults, mad priests, and ancient, hungry horrors in the shape of gods.

Ghaunadaur

Also known as That Which Lurks or the Elder Eye, Ghaunadaur is a primordial deity of Faerûn, the world of the Forgotten Realms campaign setting. It is the lord of oozes, slimes, and nameless underground monstrosities that slither and seep through the lightless places of the world. Aboleths and renegade drow seek its divine power, but Ghaunadaur is an unpredictable patron at best. It might reward casual worshipers by granting great boons, or it might devour or maim its own high priests without warning.

Ghaunadaur is nominally considered part of the drow pantheon, but in truth the Elder Eye is simply a dark power of the deep underground. All who venture there would be wise to respect its hunger.

Ghaunadaur's symbol is a purple eye on a black circle.

The Great Mother

Progenitor of beholders, gibbering orbs (*Epic Level Handbook* page 191), and less well-known aberrations, the Great Mother exists to fill the multiverse with its offspring. By replacing all other creatures with monsters spawned in its own image, the Great Mother intends to remake the multiverse. Beholders believe that the Great Mother's mind encompasses all the knowledge in the cosmos, and in fact the Great Mother possesses secrets and lore that no other creature knows. However, the entity comprehends so much that it is virtually impossible for it to communicate with beings that lack nigh-infinite knowledge themselves. Students of the monstrous gods believe that the Great Mother is hopelessly insane—whereas in truth they simply lack the intelligence to perceive the reason in the beholder god's actions.

Some human cultists revere beholders as deities in their own right; the Great Mother answers their supplications on behalf of her spawn, thus perpetuating the cultists' belief in the divinity of the beholder race.

The Great Mother's symbol is an eye in an egg.

Ilsensine

Deity of the mind flayers, Ilsensine is a cold and calculating being that embodies the illithid ideals of mental prowess, infinite knowledge, and purposeful dominion over all other forms of life. Ilsensine manifests as a disembodied brain of emerald hue that trails countless ganglionic tentacles through the infinite planes. It gathers information from all worlds and planes simultaneously, learning every secret and perceiving every thought.

Ilsensine's symbol is a stylized illithid face with four mouth-tentacles, rendered in jade green.

Mak Thuum Ngatha

The Nine-Tongued Worm is an entity of the Far Realm. Unlike many of the terrible and powerful creatures that dwell in the mindless chaos of the Far Realm, Mak Thuum Ngatha is interested in the Material Plane. Psurlons, tsochari, and nilshai (*Unapproachable East* page 67) pay the Nine-Tongued Worm homage, but it has few worshipers among other races; only a handful of alienists, cultists, and half-farspawn monstrosities even know of its existence. No being outside the Far Realm can say what the Nine-Tongued Worm's desires or goals might be, but they are certainly inimical to every living creature on the Material Plane.

Several other entities of similar power and disposition exist in the Far Realm, some with their own cultists and adherents.

Mak Thuum Ngatha's symbol is a fan-shaped glyph of nine squiggly lines.

The Patient One

The terrible divine entity known only as the Patient One is patron to a number of aberration races such as aboleths, cloakers, chuuls, avolakias (*Monster Manual II* page 28), and other monsters. It waits and watches in the darkness, whispering sibilant secrets to the shadows, until it is time to feed on the humanoid sacrifices its worshipers offer. The Patient One is an old and alien divinity, an elder power similar to Ghaunadaur or Tharizdun. It is possible that these terrible dark powers are

Table 9–1: Aberration Deities

Deity	Alignment	Domains	Favored Weapon	Worshipers
Ghaunadaur*	Chaotic evil	Chaos, Corruption†, Evil, Hatred†	Warhammer	Drow, aboleths
The Great Mother	Lawful evil	Law, Evil, Hatred†, Strength	Greataxe	Beholders, cultists
Ilsensine**	Lawful evil	Evil, Knowledge, Law, Magic, Mind†	Unarmed strike	Mind flayers
The Patient One	Neutral evil	Corruption†, Evil, Vile Darkness†	Light flail	Aberrations
Mak Thuum Ngatha	Chaotic evil	Destruction, Knowledge, Madness†, Travel	Morningstar	Psurlons, cultists
Tharizdun	Neutral evil	Chaos, Destruction, Evil, Force†, Madness†	Dagger	Cultists

* If you have the *Player's Guide to Faerûn,* add the domains of Cavern, Drow, and Slime to Ghaunadaur.
** If you have the *Player's Guide to Faerûn,* add the domains of Slime and Tyranny to Ilsensine.
† New domain described later in this chapter.

somehow related, but no human has plumbed their secrets and survived to tell the tale.

The symbol of the Patient One is a mouth surrounded by eyes, always in dark colors.

Tharizdun

An old and evil god of uncertain origin, Tharizdun was imprisoned long ago by the concerted effort of all of the human gods. He is a power of darkness, decay, entropy, and ruin that seeks nothing less than the unraveling of the entire universe. His adherents believe that Tharizdun will grant them great favors when he remakes the world. Hateful aberrations that dream of the destruction of the human world sometimes proffer worship to this dark deity, and some say that Tharizdun hails from the Far Realm or the dim memories of an earlier universe—origins that suggest an affiliation with extraplanar or extratemporal creatures such as aboleths, cloakers, grell, psurlons, or similar monsters.

Tharizdun's symbol is a dark spiral.

FEATS FOR THE ABERRATION HUNTER

Aberration races have threatened humanoid societies throughout history. In response to this threat, those who resist these monstrosities and take the fight to their secret lairs have learned special tricks and talents to aid their efforts.

ABERRANT FEATS

This book adds a new feat type: the aberrant feat. Unlike typical feats, aberrant feats manifest as physical changes to your character's features (or as additions to your character's appearance). These feats twist and reshape your form, and you become alien in appearance.

A character who has selected at least one aberrant feat gains an inhuman, unsettling presence. You take a –1 penalty on Diplomacy, Disguise, Gather Information, Handle Animal, and wild empathy checks for every aberrant feat you possess (–2 with two feats, –3 with three feats, and so on).

Some aberrant feats have an additional cumulative effect based on your total number of aberrant feats. This accumulation increases as you gain additional aberrant feats. For example, a character with Aberration Blood who selects Durable Form gains 4 hit points (two for each aberrant feat he possesses). If he later selects Bestial Hide, he gains another 2 hit points (in addition to the normal benefit of Bestial Hide).

ABERRATION BANEMAGIC

You can cast spells that do additional damage to aberrations.

Benefit: When you cast a spell that deals damage to an aberration, you deal an extra 2d6 points of damage.

A single spell can never gain this extra damage more than once per casting. For instance, a *fireball* deals the extra damage to all aberrations in the area it affects. However, if a 3rd-level wizard casts *magic missile* and produces two missiles, only one of them (of the wizard's choice) gains the extra damage, whether or not both missiles are directed at the same aberration or two different aberrations. If a spell deals damage for more than 1 round, it deals this extra damage in each round.

Scrolls scribed by you do not gain any benefit from Aberration Banemagic. Scrolls activated by you also gain no benefit from Aberration Banemagic. The same is true for most other magic items, such as wands and potions. However, staffs activated by you use not only your caster level but also gain the benefit of this feat, if applicable.

If the spell allows a saving throw, the DC of the saving throw increases by 2. The additional damage dealt by this spell is either halved on a successful saving throw or negated entirely, depending on how the regular damage dealt by the spell is affected by a successful saving throw.

ABERRATION BLOOD [ABERRANT]

One of your ancestors was an aberration and has passed the taint of its aberrant physiology down through the generations to you. This taint manifests physically in your appearance in some noticeable way.

Prerequisite: Humanoid.

Benefit: You gain a physical feature that grants you a racial bonus on one type of check; once you select the check to which this bonus applies (as well as the corresponding feature) you cannot change it later. The bonus must be chosen from the following list:

Aberrant Feature	Benefit
Bulging eyes	+2 bonus on Spot checks
Flexible limbs	+2 bonus on Grapple checks
Segmented eyes	+3 bonus on Search checks
Slimy skin	+4 bonus on Escape Artist checks
Sticky fingers	+3 bonus on Climb checks
Tail	+4 bonus on Balance checks
Webbed hands	+4 bonus on Swim checks

Special: You can select this feat more than once. Each time you select this feat, choose a different aberrant feature and gain the bonus associated with it.

ABERRATION WILD SHAPE [ABERRANT]

Most druids detest aberrations and think of them as outside nature, but some view them simply as examples of nature from an extreme and alien world. Thanks to your heritage, you are one of these latter, and have learned to channel your inhuman bloodline into your shapeshifting power.

Prerequisites: Aberration Blood, wild shape ability.

Benefit: You can use your wild shape ability to assume the form of an aberration. This otherwise functions identically to your normal wild shape ability. The size of the aberration is limited by the size of animal you can normally assume the shape of with wild shape.

AQUATIC SPELLCASTING

You know how to cast spells that work equally well in or out of water.

Benefit: Water does not impede your spells. Creatures partially or completely submerged do not gain cover or total cover when you cast a spell from outside the water. The surface does not block line of effect for any spell, including spells with the fire descriptor. You need not make a Spellcraft check to cast a fire spell underwater.

Normal: Partially or completely submerged creatures gain improved or total cover against attacks from land. The water surface blocks line of effect for fire spells. Fire spells do not function underwater unless the caster succeeds on a Spellcraft check (DC 20 + spell level).

BESTIAL HIDE [ABERRANT]

Your skin is thicker, scalier, or furrier than normal.

Prerequisite: Aberration Blood.

Benefit: Your natural armor bonus to AC improves by 1 for every two aberrant feats you possess.

DARKSTALKER

You have learned how to stalk and surprise creatures whose senses are very different from those of a humanoid.

Benefit: When you hide, creatures with blindsense, blindsight, scent, or tremorsense must make a Listen check or a Spot check (whichever DC is higher) to notice you, just as sighted creatures would make Spot checks to detect you. You cannot hide in plain sight unless you have that ability as a class feature. In addition, you can flank creatures that have the all-around vision special quality.

Normal: Creatures with these senses do not need to make Spot or Listen checks to notice other creatures within range. Creatures with all-around vision can't be flanked.

DEEPSPAWN [ABERRANT]

The abnormalities of your aberration-tainted heritage grow more pronounced. Your body undergoes a shocking degeneration into something that is strikingly inhuman.

Prerequisites: Aberration Blood, one other aberrant feat.

Benefit: Two short but powerful tentacles sprout from your waist. You gain two tentacle natural attacks that each deal 1d4 points of damage (for a Medium creature) plus your Strength modifier. The tentacle attacks are treated as primary weapons.

You can attack with weapons and also make tentacle attacks, but your tentacle attacks are treated as secondary weapons: The attacks are made with a –5

A rogue with the Darkstalker feat catches a destrachan by surprise

Illus. by R. Spencer

Table 9–2: Feats

General Feats	Prerequisites	Benefit
Aberration Banemagic	—	Spells deal additional damage against aberrations
Aquatic Spellcasting	—	Spells work normally underwater
Darkstalker	—	Hide from creatures with extraordinary senses
Music of the Outer Spheres	Perform (any) 11 ranks, bard level 9th	Bardic music can sicken, vitalize, or lull aberrations
Parrying Shield[1]	Shield proficiency	Add shield bonus to touch AC
Quick Recovery	—	Allows new saves against stun and daze
Thrall Bred	Humanoid, Con 13	Bonus to damage and saves when protecting charge
Wild Talent	—	Gain psionic ability and 2 power points
Metamagic Feats	**Prerequisites**	**Benefit**
Ocular Spell	Knowledge (dungeoneering) 4 ranks, 2 or more eyes	Cast spells as rays from eyes
Aberrant Feats	**Prerequisites**	**Benefit**
Aberration Blood[2]	Humanoid	Grants bonus on skill, allows other aberrant feats
Aberration Wild Shape	Aberration Blood, wild shape ability	Assume aberration form with wild shape
Bestial Hide	Aberration Blood	Gain +1 natural armor bonus per two aberrant feats
Deepspawn	Aberration Blood, one other aberrant feat	Tentacles grant additional attacks
Durable Form	Aberration Blood	Gain 2 hp per aberrant feat
Inhuman Reach	Aberration Blood	Increase natural rech by 5 feet, take –1 penalty on melee attack rolls
Inhuman Vision	Aberration Blood	Gain darkvision and bonus on Spot checks
Scavenging Gullet	Aberration Blood	+4 bonus against poison, eat anything
Starspawn	Aberration Blood, one other aberrant feat	Wings grant flight, resistance to cold 5
Warped Mind	Aberration Blood	+1 bonus on Will saves per two aberrant feats
Waterspawn	Aberration Blood, one other aberrant feat	Fins grant Swim bonuses, resistance to cold 5

1 A fighter can select this feat as one of his fighter bonus feats.
2 You can gain this feat multiple times. Its effects do not stack. Each time you take the feat, it applies to a new aberrant feature.

penalty on the attack roll, and you add only 1/2 your Strength bonus to the damage roll.

You gain a +2 racial bonus on grapple checks.

Durable Form [Aberrant]

You are much more resilient than the fragile humanoids that do not share your aberrant heritage.

Prerequisite: Aberration Blood.

Benefit: You gain 2 hit points for each aberrant feat you have.

Inhuman Reach [Aberrant]

Your arms elongate, allowing you to touch the floor with your hands. In addition, you can bend them in strange and unnatural ways. The arms may vary in appearance, perhaps seeming scaly and snakelike, or slimy like tentacles; conversely, they may resemble normal but longer arms with a second elbow joint. Unless you wear a large cloak to conceal these deformities, you are disturbing to behold.

Prerequisite: Aberration Blood.

Benefit: You gain an additional 5 feet of reach. For most Small and Medium creatures, this benefit increases natural reach to 10 feet. If you already have a reach of more than 5 feet for some reason, this feat extends your reach by another 5 feet. As described on page 112 of the *Player's Handbook*, a reach weapon doubles your normal reach; for example, if you have this feat and you wield a longspear, you can attack targets 15 or 20 feet away. Your elongated arms also grant you a +2 bonus on Climb checks.

Special: Due to the disfigured nature of your new limbs, you take a –1 penalty on all melee attack rolls.

Inhuman Vision [Aberrant]

You possess the inhuman eyes of some strange creature. They might look segmented or larger or without pupils. You might even have eyestalks.

Prerequisite: Aberration Blood.

Benefit: You gain a racial bonus on Spot checks equal to the number of aberrant feats you possess.

The range of your darkvision improves by 5 feet for every aberrant feat that you possess.

If you do not already have darkvision, you gain darkvision out to 5 feet for each aberrant feat you possess.

MUSIC OF THE OUTER SPHERES

You can use your bardic music to create discordant, insane sounds. This music is particularly effective against aberrations, and can sicken them, vitalize them, or fill them with lethargy.

Prerequisites: Perform (any) 11 ranks, bard level 9th.

Benefit: You can now use the following additional bardic music abilities.

Lull Aberration (*Sp*): You must target a single aberration within 30 feet with this ability. You can target an additional aberration for every three bard levels above 9th that you possess. A targeted aberration must make a Will save (DC 10 + 1/2 bard's level + bard's Cha modifier) or become lethargic and partially hypnotized by the discordant sounds of your performance. Affected aberrations are *slowed*, as per the spell.

Sicken Aberration (*Sp*): Any aberration within a 30-foot spread centered on you must make a Fortitude saving throw (DC 10 + 1/2 bard's level + bard's Cha modifier) or become sickened for as long as you continue to use this ability. If an aberration makes this saving throw, it does not have to make another saving throw to avoid becoming sickened unless you activate this ability again.

Vitalize Aberration (*Sp*): All aberrations within a 30-foot spread centered on you gain a +2 morale bonus to all special attack and spell-like ability save DCs and a +1 dodge bonus to Armor Class.

OCULAR SPELL [METAMAGIC]

Your study of the terrible powers of the beholder has given you insight into new ways to prepare and cast spells.

Prerequisites: Knowledge (dungeoneering) 4 ranks, two or more eyes.

Benefit: You can cast a spell with a casting time of 1 full round or less as an ocular spell. An ocular spell does not take effect immediately, but is instead held in one of your eyes for up to 8 hours. You can store only two ocular spells in this fashion, even if you have more than two eyes. Only ray spells and spells with a target other than personal can be cast as ocular spells.

When you choose, you can then cast both of the ocular spells as a full-round action; the spells become brilliant blasts that shoot out from your eyes. You can choose different targets for the two ocular spells.

When you release an ocular spell, its effect changes to a ray with a range of up to 60 feet. If the spell previously would have affected multiple creatures, it now affects only the creature struck by the ray. You must succeed on a ranged touch attack to strike your target with an ocular spell, and the target is still permitted any saving throw allowed by the spell.

Example: Ferno, an 11th-level wizard with the Ocular Spell feat, could prepare two *scorching ray* spells as ocular spells, casting them at the beginning of the day. In combat, he can take a full-round action to fire off both *scorching ray* spells. He can fire each spell at a different target, and he gets all three rays from each spell.

An ocular spell uses up a spell slot two levels higher than the spell's actual level.

PARRYING SHIELD

You have studied advanced techniques for battling foes whose attacks normally bypass armor. You use your shield to block or deflect rays and other touch attacks.

Prerequisite: Shield proficiency.

Benefit: You gain your shield bonus (and the shield's enhancement bonus, if any) as an addition to your touch AC.

Special: A fighter can select Parrying Shield as one of his fighter bonus feats (see *Player's Handbook* page 38).

QUICK RECOVERY

It's hard to keep you down for long. You have a talent for shaking off effects that leave others unable to act.

Benefit: Whenever you begin your turn stunned or dazed, you can make a new saving throw at the original DC of the effect that stunned or dazed you in an attempt to recover. Recovering from being stunned or dazed in this way is a move action. If the effect that caused you to become stunned or dazed did not allow a saving throw, you can recover by succeeding on a Will save (DC 10 + 1/2 HD or caster level of originator of effect + relevant ability modifier, or Cha modifier if there is not an obvious ability linked to the effect).

Normal: You are stunned or dazed as long as the effect calls for, and do not have an opportunity to recover early.

SCAVENGING GULLET [ABERRANT]

The taint of the aberration in your blood has gifted you with the ability to gain nourishment from things that others would never consider as food.

Prerequisite: Aberration Blood.

Benefit: You gain nourishment from eating any organic material, despite its freshness or source.

You gain a +4 racial bonus on Fortitude saves to resist the effect of ingested poisons, as well as on Fortitude saves to resist diseases caused by ingested substances (such as spoiled food).

STARSPAWN [ABERRANT]

Your abnormal body and heritage has become more pronounced. You grow membranous wings and are comfortable in extreme elevations.

Prerequisites: Aberration Blood, one other aberrant feat.

Benefit: You gain a fly speed (with average maneuverability) equal to one-half your base land speed (round down to the nearest 5-foot increment). You can use your flight for a number of consecutive rounds equal to 1 + your Constitution modifier (minimum 1 round); between these uses you cannot fly for 1 round.

You gain resistance to cold 5. You are immune to altitude fatigue and altitude sickness.

THRALL BRED

You were spawned in the breeding pits of the mind flayers or the beholders. You were bred for unusual strength, hardiness, and loyalty to your unhuman masters, and you can now choose to bestow your loyalty on other worthy masters.

Prerequisites: Humanoid, Con 13.

Benefit: When you are within 30 feet of the individual you have designated as your special charge, you gain a +1 morale bonus on damage rolls and saving throws. If your special charge is not within 30 feet, or is dead or incapacitated, you take a –2 morale penalty on damage rolls and saving throws.

You can designate a special charge only once per month. If your charge dies or abandons you, you take the morale penalty until you have the opportunity to choose a new charge (or choose to have no special charge at all).

Your charge must have more Hit Dice than you.

WARPED MIND [ABERRANT]

Your tainted form has altered the physical nature of your brain, making you resistant to mental effects and more capable of unleashing the power of your mind on others.

Prerequisite: Aberration Blood.

Benefit: You gain a racial bonus on Will saves against mind-affecting spells and abilities equal to one-half the number of aberrant feats you possess.

You gain 1 psionic power point for each aberrant feat you possess.

WATERSPAWN [ABERRANT]

Your abnormal body and heritage has become more pronounced. You have prominent fins and are supremely well adapted to the icy deeps.

Prerequisites: Aberration Blood, one other aberrant feat.

Benefit: You gain a Swim speed equal to your land speed. This also grants you a +8 racial bonus on Swim checks, the ability to take 10 on any Swim check, and the ability to use the run action while swimming.

You gain resistance to cold 5. You can breathe air and water with equal ease.

WILD TALENT

Your mind wakes to a previously unrealized talent for psionics.

Benefit: Your latent power of psionics flares to life, conferring upon you the designation of a psionic character. As a psionic character, you gain a reserve of 2 power points and can take psionic feats, metapsionic feats, and psionic item creation feats (see the *Expanded Psionics Handbook*). You do not, however, gain the ability to manifest powers simply by virtue of having this feat.

PICKING A PRESTIGE CLASS

Few heroes make a career out of hunting aberrations—for long, anyway. Embarking on a crusade to eradicate the aboleth or mind flayer threat all too often proves to be the last thing a hero does. Those who survive are the toughest, smartest, and most resolute of characters. They rarely succeed in their ultimate goal, but without such heroes to fight thankless battles in the darkness, who can say what horrors might creep into the world above?

Combat-Focused: These prestige classes are particularly good at fighting with weapons, whether natural or manufactured.

Strong Spellcasting: Prestige classes on this list are good choices for spellcasters who want their progress toward higher levels of magic to be uninterrupted (or nearly so).

Moderate Spellcasting: This prestige class doesn't get top-notch spells quickly, but it has other abilities to make up for the reduced progress.

Psionics: This prestige class relies on rules presented in the *Expanded Psionics Handbook*.

Tied to Aberration Secrets: This prestige class often deals with aberrations to acquire more power and influence.

Sneaky: This prestige class relies on skills, stealth, and guile to be successful. While not combat-oriented or magical in nature, it has plenty of special abilities.

Table 9–3: Prestige Class Groupings

Group	Prestige Classes
Combat-Focused	Sanctified mind, topaz guardian
Strong Spellcasting	Abolisher, fleshwarper, keeper of the Cerulean Sign, sanctified mind
Moderate Spellcasting	Topaz guardian
Psionics	Sanctified mind
Tied to Aberration Secrets	Fleshwarper
Sneaky	Darkrunner

ABOLISHER

I have tracked the foul illithid cult for many months now, have waded through the brainless dead they leave in their wake and the empty settlements from which they have recruited their thralls. Yet each time, they leave behind clues to their weaknesses and hints to their goals, and soon indeed I shall be ready to end their lives in the only way they deserve. When I am done, nothing shall remain, not even the memory of their taint. They shall not haunt the campfire tales of children. It shall be as if they never were.

—Aurah Lirilian, Circle of the True

The abolisher is more than merely a devoted servant of the natural world. She is a crusader against that which taints, usurps, and replaces the ordered nature of things with alien desires and monstrous needs. She opposes aberrations with all her will and might in a constant battle to preserve what is pure in nature from that which lurks beyond the rim of sanity.

BECOMING AN ABOLISHER

Although the ranger class provides the easiest path to becoming an abolisher, most abolishers favor the druid class since it enhances spellcasting and the wild shape class feature. Rarest are those characters who possess only one level of druid or ranger, yet focus the majority of their time in other classes. No barbarian abolishers exist, since all abolishers oppose the terrible chaos that personifies the taint of the Far Realm, and cannot allow even the slightest hint of such chaos into their own hearts. Wisdom (for divine spellcasting and observational skills, and to aid in resisting the terrible mental attacks of aberrations), Charisma (for the various special abolisher abilities), and Strength (to better fight against the enemy) are key abilities.

Entry Requirements

Type: Cannot be an aberration.
Alignment: Any nonchaotic.
Skills: Knowledge (dungeoneering) 4 ranks, Knowledge (nature) 9 ranks.
Feat: Track.
Special: Wild empathy class feature.

CLASS FEATURES

All of the following are class features of the abolisher prestige class.

Spellcasting: At each level except 1st and 6th, you gain new spells per day and an increase in caster level (and spells known, if applicable) as if you had also gained a level in a divine spellcasting class to which you belonged before adding the prestige class level. You do not, however, gain any other benefit a character of that class would have gained. If you had more than one divine spellcasting class before becoming an abolisher, you must decide to which class to add each level for the purpose of determining spells per day, caster level, and spells known.

Favored Enemy (Ex): At 1st level, your hatred of aberrations grants you a +2 bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against aberrations. Likewise, you gain a +2 bonus on weapon damage rolls against such creatures.

At 4th level, and then again at 8th level, this bonus increases by 2. If you possess the favored enemy (aberrations) feature from another source, these bonuses stack.

Wild Shape (Su): You gain the druid ability to use wild shape once per day. Your abolisher wild shape is somewhat more limited than a full druid's wild shape ability, though, and you are limited to Medium animals. The ability otherwise works as detailed on page 37 of the *Player's Handbook*.

As you gain levels, you gain additional uses of this ability per day. At 4th level, you can use wild shape two times per day, and at 8th level you can do so three times per day. If you already have wild shape uses from another class, such as druid, these wild shape uses stack.

If you have druid levels, each time you gain a level of abolisher, you add 1 to your effective druid level to determine the maximum Hit Dice of a creature you can wild shape into and how long each use of wild shape lasts. The type and size of animal that you can wild shape into does not improve from abolisher levels.

Animal Companion: If you have an animal companion, your abolisher levels stack with your previous class levels (usually druid or ranger) to determine the animal companion's abilities. If you do not already have an animal companion, you do not gain one from this ability.

Winds of Nature's Grace (Ex): At 2nd level and higher, you gain a +1 bonus on all saving throws made against attacks from aberrations. The bonus increases to match your Charisma bonus, if any (minimum of +2) when you use wild shape or other magic to assume the form of an animal, elemental, or plant.

Pierce Aberrant Defense (Ex): Many aberrations possess some degree of spell resistance, and abolishers train to overcome this spell resistance. Beginning at 3rd level, you gain a +1 bonus on caster level checks made to overcome an aberration's spell resistance. This bonus increases to +2 at 6th level, and then to +3 at 9th level. These bonuses stack with those granted by the Spell Penetration and Greater Spell Penetration feats.

Table 9–4: The Abolisher **Hit Die: d8**

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spellcasting
1st	+0	+0	+0	+2	Favored enemy (aberrations +2), wild shape +1/day, animal companion	—
2nd	+1	+0	+0	+3	Winds of nature's grace	+1 level of existing divine spellcasting class
3rd	+2	+1	+1	+3	Pierce aberrant defense +1	+1 level of existing divine spellcasting class
4th	+3	+1	+1	+4	Favored enemy (aberrations +4), wild shape +2/day	+1 level of existing divine spellcasting class
5th	+3	+1	+1	+4	Crystals of nature's rage	+1 level of existing divine spellcasting class
6th	+4	+2	+2	+5	Pierce aberrant defense +2	—
7th	+5	+2	+2	+5	Waves of nature's purity	+1 level of existing divine spellcasting class
8th	+6	+2	+2	+6	Favored enemy (aberrations +6), wild shape +3/day	+1 level of existing divine spellcasting class
9th	+6	+3	+3	+6	Pierce aberrant defense +3	+1 level of existing divine spellcasting class
10th	+7	+3	+3	+7	Fires of nature's rage	+1 level of existing divine spellcasting class

Class Skills (4 + Int modifier per level): Concentration, Escape Artist, Gather Information, Heal, Intimidate, Knowledge (arcana), Knowledge (dungeoneering), Knowledge (nature), Knowledge (the planes), Listen, Sense Motive, Spot, and Survival.

Crystals of Nature's Wrath (Su): At 5th level and higher, your wild shape natural attacks are enhanced with jagged crystals. These crystals are harmless to most creatures, but to aberrations they cause terrible welts and acidlike burns. An aberration struck by one of your natural weapons must make a Fortitude save (DC 10 + abolisher level + Cha modifier) or become sickened for 1 minute. An aberration that makes its saving throw is immune to this effect for the duration of that use of wild shape.

Waves of Nature's Purity (Su): Beginning at 7th level, you can create a rippling aura of white vapor that spreads in a 20-foot radius. The vapor does not obscure vision, and it is cool and refreshing against the skin of nonaberrations. Against aberrations, the waves of nature's purity are foul and unsettling. An affected aberration must make a Fortitude save (DC 10 + abolisher level + Cha modifier) each round or become nauseated for that round. You can use this ability once per day, and the power lasts for a number of rounds equal to your Charisma modifier (minimum 1 round). Activating this ability is a standard action that does not provoke attacks of opportunity.

Fires of Nature's Rage (Su): A 10th level, you can infuse your wild shape form with flickering ghostly fire three times per day. The fires of nature's rage burn any aberration that comes in contact with them. Your natural attacks do an extra 3d6 points of fire damage against aberrations, and an aberration that hits you, even with a weapon, takes 3d6 points of fire damage. You can activate the fires of nature's wrath as a free action, as long as you are in wild shape form. Doing so does not provoke attacks of opportunity, and each activation lasts for 1 round.

PLAYING AN ABOLISHER

An abolisher is grim, determined, and often pessimistic. You remain devoted to your cause at all times, but the fact that your enemies are so ancient and powerful weighs upon your soul. This realization, combined with the fact that you and your fellow abolishers see aberrations at their worst and most mind-numbing, tends to leave most abolishers cold, distant, and difficult to befriend.

Combat

Abolishers live to fight aberrations. When you face an aberration in combat, you should do everything in your power to defeat the creature. Since you have fewer hit points and a lower base attack bonus than a fighter, though, you want to be careful about engaging in melee with aberrations, especially since many of them have dangerous special attacks.

An abolisher is strongest in a fight while in wild shape, and you should take advantage of this fact by spending much of your time in the form of an animal (or plant, if you can) selected for its capabilities against the kind of aberration you expect to fight. For example, if you're going after aboleths, the form of a shark or a squid might work best. On the other hand, if you're fighting mind flayers, some fast creature that has several attacks, such as a deinonychus or tiger, is a good choice; you can get up close and tear into an illithid more quickly that way. Against beholders, it's probably best to assume the form of Small (or Tiny) animals, since the size and Dexterity bonuses to your Armor Class help you avoid their eye ray attacks.

If you are of good alignment, the few good-aligned aberrations (such as silthilar; see page 168) pose a great difficulty to you. Some good-aligned abolishers are comfortable with simply forcing good-aligned aberrations to relocate, but others take pity on such creatures and do what they can to remove the taint of the aberration from them. Some good-aligned abolishers merely observe good-aligned aberrations closely to make sure they don't cause trouble, while others have gone so far as to convince a good-aligned aberration to voluntarily submit to a *reincarnation* spell. Ultimately, how you react to good-aligned aberrations is something you must decide for yourself.

Advancement

Although you don't have to take any druid levels to qualify for the abolisher prestige class, the fact that so many of your powers as an abolisher are tied to the wild shape ability means that you should at least consider taking a few druid levels to augment this feature. Reaching at least 5th level as a druid before taking abolisher levels works best, since your abolisher levels eventually grant you an effective bonus of +3 to your druid level for the purpose of determining how many times per day you can use your wild shape ability.

If you don't have it already, you should take the Natural Spell feat as soon as possible so you can spend the majority of your time in wild shape form and still be able to cast spells. Since many aberrations have spell resistance, Spell Penetration and Greater Spell Penetration are good choices as feats as well. Combat feats that can be used in wild shape form are useful too, especially feats such as Improved Grapple and Weapon Finesse if you prefer to wild shape into dexterous creatures.

Spend your earnings on items that are equally useful to you in wild shape form as they are in your natural form. Armor with the wild special ability (see page 219 of the *Dungeon Master's Guide*) and *ioun stones* are obvious choices, as are animated wooden shields. A *druid's vestment* is helpful as well, since it directly augments your wild shape ability.

Resources

The Circle of the True is your best resource as an abolisher. You don't need to establish an allegiance to this group before you take your first abolisher level, but a representative of the group should contact you before you reach 3rd level if you don't seek one out yourself. As a member of the Circle, you have access to more information about aberration activity in the area, as well as emotional and logistical support from a group of like-minded individuals.

ABOLISHERS IN THE WORLD

Abolishers are solitary individuals for the most part, gathering together only occasionally for meetings of the Circle of the True. The PCs have a greater chance of encountering abolishers the more they fight against aberrations, and if they build a

reputation as aberration-slayers, they might even be contacted by the Circle with an offer to join its ranks. A less likely way that the PCs can run into an abolisher is if they or one of their allies or cohorts is an aberration; in this case, an abolisher serves as a powerful and dangerous enemy.

Organization

With the exception of the Circle of the True, abolishers operate on their own in the world, focusing their attentions on the unsettled wildlands where aberrations more easily hide. See page 217 for details about the Circle of the True.

NPC Reactions

Most people don't recognize an abolisher for what she is on sight, and assume simply that she is a particularly moody and humorless druid. Other abolishers, as well as keepers of the Cerulean Sign (see page 194), immediately recognize her for what she is, though, and have a starting attitude of friendly toward her.

Likewise, an abolisher's body language and tone of voice make it very difficult for her to get along well with aberrations, and they have a starting attitude of hostile toward an abolisher as a result. Even those who would not normally wish her harm rarely, if ever, have a starting attitude better than unfriendly.

ABOLISHER LORE

Characters with Knowledge (nature) can research abolishers to learn more about them. When a character makes a skill check, read or paraphrase the following, including the information from lower DCs.

DC 10: "Abolishers are druids who have dedicated their lives to fighting and slaying aberrations."

DC 15: "Abolishers are accomplished shapechangers. They know a vast amount of information about aberrations, and are valuable allies to have on your side if you plan on fighting aberrations."

DC 20: "Most abolishers belong to a group called the Circle of the True. This group aids those who aren't abolishers, as long as they oppose aberrant creatures."

DC 30: Characters who achieve this level of success can learn important details about powerful abolishers and the Circle of the True in your campaign, including the names of powerful members and locations of hidden bases of operation.

Aurah Lirilian, an abolisher

Illus. by C. Fix

ABOLISHERS IN THE GAME

This prestige class is naturally tied to the amount of aberration activity in your campaign. If aberrations are rare or absent from your world, abolishers won't have a place there. If, on the other hand, you're running an aberration-heavy game, abolishers might be one of the most powerful organizations in the world, perhaps even the power behind the throne.

In the standard D&D world, aberrations are fairly prevalent but operate behind the scenes or in distant locations. In this case, an abolisher should be equally subtle and obscure. It's not hard to envision a city locked in a mortal war between the abolishers and a hidden cult of neogi slavers in the sewers below, while only a few of the city's citizens ever suspect that such a war is going on around them.

Adaptation

If you don't feature aberrations in your game, it's a fairly simple matter to adapt the abolisher to be a devoted enemy of another kind of creature. You should make sure to select this replacement favored enemy with care; undead, evil outsiders, and giants are all good examples, since these types of creatures work in large groups and are usually evil. Animals, constructs, elementals, magical beasts,oozes, plants, and vermin are poor choices, since these creatures tend to be unintelligent and unorganized. Dragons, fey, humanoids, and monstrous humanoids might make interesting choices, although since each of these creature types has a fairly even spread among alignments, you should focus the abolisher in this case on a specific kind of creature such as kobolds, minotaurs, or red dragons. If you do so, make sure that this creature is encountered enough in your campaign so that the abolishers have something to fight against.

A sample abolisher appears in the description of the Circle of the True on page 217.

DARKRUNNER

See that? The circular patch of ground that's all muddy and smooth, when all the stone around it is rough and solid? One of them gibbering mouthers jumped someone here, and recently. Hand me that shovel. Sometimes they leave their victims buried in the mud they make, and they don't take the poor fool's gear when they're done.

—Jasper Ringlerock of the Darkrunner Guild

Darkrunners devote their lives to traveling the haunted underground depths. Some hire out their services as guides to those who wish to navigate the lightless ways, while others are lone wolves who simply wish to explore the deepest reaches of this wondrous and dangerous realm. They understand the lay of the subterranean world like no other, and use its terrain and features to great advantage in combat.

BECOMING A DARKRUNNER

The ranger class is the easiest path to becoming a darkrunner. Despite having to take cross-class ranks in Knowledge (dungeoneering), barbarians and druids both can qualify fairly quickly (unless they multiclass into a class that has this as a class skill). Intelligence is perhaps the most important ability for a darkrunner, since it grants bonus skill points and enhances several of the darkrunner's class features. After Intelligence, Charisma and Dexterity are likely the best abilities for a darkrunner, since both contribute to many of the character's class skills.

Due to the darkvision requirement, most darkrunners come from races already adapted to underground life (dwarves, half-orcs, drow, and the like). Creatures with the Aberration Blood and Inhuman Vision feats might also find surprising welcome in the Darkrunner Guild.

Entry Requirements

Skills: Knowledge (dungeoneering) 5 ranks, Search 5 ranks, Survival 7 ranks.

Feats: Alertness, Track.

Special: Darkvision as a racial trait or class feature.

Special: You must seek out a chapter house of the Darkrunner Guild and successfully petition to join the guild. Once you are a member, you gain your first level of darkrunner. If at a later time you lose membership in the guild, you become a darkrunner exile. You can still gain levels in this prestige class, but you can no longer rely upon the support of the guild.

CLASS FEATURES

All of the following are class features of the darkrunner prestige class.

Weapon and Armor Proficiency: You gain proficiency with light armor and with martial weapons.

Direction Sense (Ex): You possess an incredible sense of direction. If you study a single underground location for at least 8 hours, that location becomes your directional focus until you choose a new location and study it for 8 hours. You must be within your directional focus to successfully study it. You can use *find the path* (as the spell) to determine the shortest, most direct physical route to your directional focus, as long as you are within 5 miles of your focus. This ability works only as long as you remain underground.

Spelunking (Ex): You are well trained in moving in and through natural caverns. You gain a competence bonus equal to your class level on Climb, Escape Artist, Jump, Survival, and Swim checks as long as you remain underground.

In addition, you are treated as one size category smaller than your actual size for the purpose of squeezing into narrow tunnels or confined areas.

Darkrunner Emblem: Upon becoming a darkrunner, you are granted a *darkrunner emblem* by the Darkrunner Guild. This minor magic item is detailed in the accompanying sidebar. If your emblem is lost or destroyed, you can purchase a replacement from any guild chapter house at a 50% discount.

Aberration Lore (Ex): You have picked up a trove of knowledge concerning aberrations. Beginning at 2nd level, you gain a +2 competence bonus on any skill check, attack roll, or saving throw made against an aberration.

Darkvision (Ex): Starting at 2nd level, the extent of your darkvision increases by 10 feet. It increases by an additional 10 feet every other level.

Table 9–5: The Darkrunner **Hit Die: d6**

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+2	+0	+0	Direction sense, spelunking, *darkrunner emblem*
2nd	+1	+3	+0	+0	Aberration lore, darkvision +10 ft.
3rd	+2	+3	+1	+1	Cavefighting, *tunnelport*
4th	+3	+4	+1	+1	Tremorsense, darkvision +20 ft.
5th	+3	+4	+1	+1	*Lore of the stones*
6th	+4	+5	+2	+2	Aberration specialist, darkvision +30 ft.
7th	+5	+5	+2	+2	Deepsong
8th	+6	+6	+2	+2	Improved cavefighting, darkvision +40 ft.
9th	+6	+6	+3	+3	*Greater tunnelport*
10th	+7	+7	+3	+3	Stonewalking, darkvision +50 ft.

Class Skills (6 + Int modifier per level): Balance, Bluff, Climb, Craft, Diplomacy, Escape Artist, Gather Information, Heal, Hide, Intimidate, Jump, Knowledge (architecture and engineering), Knowledge (dungeoneering), Knowledge (geography), Knowledge (local), Knowledge (nature), Listen, Move Silently, Search, Sense Motive, Speak Language, Spot, Survival, Swim, and Tumble.

Cavefighting (Ex): Beginning at 3rd level, you are so familiar with the terrain features of the subterranean world that you can use them to enhance your combat ability. While underground, you gain a bonus on initiative checks equal to your Intelligence bonus, and you can move over difficult terrain (see page 148 of the *Player's Handbook*) at normal speed. Additionally, as long as you stand in a square of difficult terrain, such as rubble or thick undergrowth, you gain a +2 circumstance bonus to your Armor Class.

Tunnelport (Sp): At 3rd level and higher, you can use an enlarged *dimension door* effect as a spell-like ability once per day. You cannot pass through solid barriers as you normally could with a *dimension door* spell. Additionally, the route you take when using *tunnelport* must follow an opening no more than 10 feet wide. Your caster level equals twice your darkrunner class level.

Tremorsense (Ex): Beginning at 4th level, you have tremorsense out to 30 feet. You are sensitive to vibrations in the ground and can automatically pinpoint the location of anything that is in contact with the ground.

Lore of the Stones (Sp): At 5th level, you gain an affinity with unworked stone. You treat unworked stone as very soft ground when making Survival checks to track quarry, and can use *stone tell* as a spell-like ability (caster level equal to your class level) once per day.

Aberration Specialist (Ex): At 6th level, your knowledge about a particular kind of underground-dwelling aberration increases. You must select a specific kind of aberration that has an environment entry of Underground, such as gibbering mouther, mind flayer, or umber hulk. Against this kind of aberration, your bonuses from your aberration lore ability increase to +4.

Deepsong (Su): All that occurs in the depths of the earth is witnessed by the stone. Over the ages, an infinite legion of events have occurred, and in their passing they have left their mark upon the stone. Beginning at 7th level, you can attune your mind to experience the deepsong. The deepsong can be seen, felt, heard, and tasted, and it even makes itself known in mystical ways. While underground, the deepsong fills you with a sense of belonging and welcome. This effect grants you a +2 morale bonus on all Will saving throws.

In addition, your *stone tell* spell-like ability becomes much more powerful than the normal spell. When you use this ability, the stones relate complete descriptions of events when asked. You can gain knowledge of up to three facts from among the following topics with each use: the layout of caverns and tunnels; the presence of plants

Jasper Ringlerock, a darkrunner

Illus. by E. Cox

DARKRUNNER EMBLEM

This small brooch is worn by members of the Darkrunner Guild and signifies the wearer as an ally or member of the organization.

The emblem grants a +2 competence bonus on all Survival checks made in underground locations, as long as it is worn openly. If the wearer possesses any levels in the darkrunner prestige class, the emblem can be used to produce *light* (as the spell) at will, and the emblem itself glows softly with pale blue magical fire (as the *continual flame* spell). A character who has been exiled from the guild but still has levels in the darkrunner cannot use the emblem to produce *light*, and the emblem glows with pale red light instead of blue light. Most darkrunners wear their emblems openly in the city but cover them with a patch of cloth when in the wild. In this way, the light doesn't draw unwanted attention but can be quickly exposed to aid in smoothing over an unexpected encounter with an intelligent subterranean creature.

Faint evocation; CL 3rd; Craft Wondrous Item, creator must be a member of the darkrunner prestige class, *light, continual flame*; Price 1,200 gp.

and fungi, minerals, bodies of water, or people; local animal population; and the presence of elemental creatures, powerful abominations, or undead.

Improved Cavefighting (Ex): At 8th level, your cavefighting techniques improve further. You can take 10 at any time with any of the following skills while underground, even if you are threatened or distracted: Balance, Climb, Escape Artist, Jump, and Swim.

In addition, you master a style of fighting that incorporates the terrain into your attacks. You might cause an opponent to slip with a successful attack and twist an ankle on loose rocks or to stagger into a sharp stalactite. You might brace yourself against a cave wall to get a little bit of extra pull on your bow. In any case, this fighting style works only if you are standing in a square of difficult terrain. As long as you do so, you add a circumstance bonus equal to your Intelligence bonus (minimum +1) to damage rolls with all melee weapons and any ranged weapon attacks at a range of 30 feet or less.

Greater Tunnelport (Sp): Beginning at 9th level, your *tunnelport* ability functions like *greater teleport*, although you are still bound by the restrictions on the width of passages you can teleport though. Your caster level equals twice your darkrunner class level.

Stonewalking (Su): At 10th level, you no longer need confine your underground exploration to caverns and passageways. For a limited number of rounds per day, you can glide through stone, dirt, or almost any other sort of earth except metal as easily as a fish swims through water. While stonewalking, you have a burrow speed equal to your base land speed; this burrowing leaves behind no tunnel or hole, nor does it create any ripple or other signs of a presence. A *move earth* spell cast on an area where you are stonewalking flings you back 30 feet and stuns you for 1 round if you fail a DC 15 Fortitude save.

You can stonewalk for a number of rounds each day equal to 10 + your Intelligence modifier. These rounds need not be continuous; you can activate this ability for 4 rounds to pass through a collapsed tunnel and still have the remainder of your rounds available for use later in the same day. Activating and deactivating stonewalking is a free action. If you are still burrowing when you run out of time, you are immediately ejected into the nearest open surface large enough to contain you. Distance is not a factor, but the ejection is quite painful and forces you to make a successful Fortitude save (DC 10 + 1 per 5 feet traveled to reach the open area) or be stunned for 1d4 rounds.

PLAYING A DARKRUNNER

You are first and foremost an explorer. You express a near-constant curiosity about what might lie beyond the next bend in the tunnel. At the same time, you serve as a diplomat, since your wanderings put you in contact with strange and secluded societies. You should probably try to be friendly and easygoing, someone who can be trusted as a guide and even a friend. Yet beneath the surface, you are a resourceful, solid realist. The deep earth is no place for the naive, and its travelers should constantly suspect danger even when they feel safest.

Combat

You should focus your combat skills on fast, quick strikes. Your strength lies in your mobility in confined spaces. Ranged weapons aren't as useful to you for two reasons: The lightless environs make long-range fighting spotty at best, and the winding tunnels and ample cover mean that you can never count on being able to get a good shot at something more than a few dozen feet away.

As you gain levels, you should focus on feats that allow you increased mobility on the battlefield. Dodge, Mobility, and Spring Attack are all excellent choices, since you can move through difficult terrain with ease to reach a creature, make your attack, then skitter away before it can retaliate effectively. Since other creatures can't move as quickly in such cramped conditions, you can easily maintain the advantage in combat. Feats that enhance charges can also be useful, since the cavefighting ability lets you charge over difficult terrain with ease.

Although you are most at home underground, many of your abilities work just as well in dungeons closer to the surface or in aboveground structures. Always be on the lookout for difficult terrain from which to establish your combat dominance.

Advancement

As you gain levels as a darkrunner, don't forget to keep up your ranks in various Charisma-based skills such as Bluff, Diplomacy, and Intimidate. Your wanderings underground put you in contact with suspicious or outright hostile settlements, and unless you intend to fight everything (a poor choice for anyone below the earth), you will be called upon to present yourself and your companions as friendly visitors. Any feats that aid these skills are likewise good choices as you gain levels.

Remember that Speak Language is a class skill for you. Picking up one or two obscure languages per level is a good idea, for the sake of being able to communicate with some of the creatures you might encounter.

Since you will be wandering through unexplored areas, it's a good idea to be able to carry a lot with you, either supplies from your last visit to town or magic items and other objects you discover on your travels. Some sort of extradimensional container, such as a *bag of holding* or a *portable hole*, is a wise investment. You should also collect magic to augment your various movement modes. A *helm of underwater action*, a *ring of swimming*, *slippers of spider climbing*, and *wings of flying* are all quite useful when navigating unexplored tunnels.

Resources

See the presentation of the Darkrunner Guild, page 218.

DARKRUNNERS IN THE WORLD

Although darkrunners are content to simply explore underground, those who belong to the guild (which accounts for over ninety percent of darkrunners) offer their services as guides to merchants, pilgrims, or adventurers who need to traverse the gloomy underground regions of the world. They are also called upon to serve as mercenaries in armies that move through the deep earth. PCs might want to hire a darkrunner for any of the above reasons, or they might encounter one alone during an adventure.

Organization

See the presentation of the Darkrunner Guild, page 218.

NPC Reactions

The Darkrunner Guild has a powerful, well-known charter to those who dwell below. A darkrunner is honor-bound to serve and protect his charges from the dangers of the wild, on threat of expulsion and exile from the guild. As a result, most nonaberration underground races react favorably to a darkrunner, and have an initial attitude of no worse than indifferent despite any racial tensions that might exist between the individuals.

Aberrations that recognize a character as a darkrunner have an initial attitude of unfriendly at best, since the darkrunners sometimes serve as spies against these races.

DARKRUNNER LORE

Characters with Knowledge (local) can research darkrunners to learn more about them. When a character makes a skill check, read or paraphrase the following, including the information from lower DCs.

DC 10: "The darkrunner is an explorer, guide, and spy who focuses his skills on the realm below."

DC 15: "Most darkrunners belong to a powerful guild. This guild has chapter houses underground, including many in otherwise hostile cities; these houses are excellent places to rest and hide out if you happen to be allied with them."

DC 20: "All darkrunners are expected to wear a magic badge that proclaims their allegiance to the guild. Some darkrunners have broken their ties with the guild. These darkrunners are dangerous, but one can tell them apart from others by the red glow their emblems emit. Someone who refuses to display his emblem even though he claims to be a darkrunner is probably lying about something."

DC 30: Characters who achieve this level of success can learn important details about powerful darkrunners and their guild in your campaign. They also know certain passwords that can smooth over initial contacts with a darkrunner and grant a +6 circumstance bonus on Diplomacy checks made to adjust a darkrunner's initial attitude.

DARKRUNNERS IN THE GAME

A darkrunner spends most of his time in the vast region of caves and tunnels below the surface world. If the PCs wish to explore underground, they might wish to secure the aid of a darkrunner as a guide.

Darkrunners are naturally much sought after as guides to various aberration outposts. A darkrunner NPC could easily ally with adventurers or hire on with them to lead them to an aboleth city or mind flayer stronghold.

Adaptation

If your campaign world doesn't include a subterranean region, you can still use the darkrunner after you make a few adjustments. Simply pick an area of inhospitable terrain, such as a swamp or a high mountain, and base the guild in this region. You can even have the darkrunners serve as a highly specialized guild within the confines of a particularly large city. In this case, the guild would function more like a thieves guild, although one more interested in helping visitors adapt to the city than profiting from them in an illegal manner. Several of the darkrunner's abilities can be adapted to work in alleys or dense crowds, although the class's aberration lore feature should be changed to something more appropriate for the city in question.

A sample darkrunner appears in the description of the Darkrunner Guild on page 218.

FLESHWARPER

The flesh is the key. It holds the secrets, the hidden words. It is the constant between man and beast and monster. It is a simple matter, once the way of the flesh is understood and embraced, to use it to your will. It should not be abhorred simply for its differences, because the eye can be retrained to find beauty in all things. For what is more beautiful than the primal flesh? It is simply the purest form of expression one can hope to achieve.

—Erkin Tiorki, fleshwarper

The fleshwarper is destined to walk a lonely path, for few have the stomach to accept what he considers enjoyable. To a fleshwarper, there is no greater canvas than flesh itself. To reshape, reform, and rebuild the flesh into a new form is a closer step to divinity. To a fleshwarper, there are no taboos, only possibilities.

BECOMING A FLESHWARPER

Most fleshwarpers are primarily wizards or sorcerers with a level of cleric (or, more rarely, druid); this cleric or druid level raises your maximum ranks in Heal to your character level + 3 even if you were forced to buy several of the required ranks as a cross-class skill. The adept NPC class from the *Dungeon Master's Guide* has access to both Heal and Knowledge (arcana), as well as the summon familiar class feature, and thus can qualify for this class by 6th level without multiclassing.

Such dedication pays in the long run. The fleshwarper learns countless eldritch and disturbing secrets that most people can never even guess at. Intelligence is perhaps the most important of the class's abilities, since many of the fleshwarper's class

Table 9–6: The Fleshwarper **Hit Die: d6**

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Graft Reserve	Spellcasting
1st	+0	+2	+0	+0	Aberrant familiar	500	—
2nd	+1	+3	+0	+0	Elder secret	700	+1 level of existing spellcasting class
3rd	+1	+3	+1	+1	Graft mastery	900	+1 level of existing spellcasting class
4th	+2	+4	+1	+1	Aberrant familiar	1,200	+1 level of existing spellcasting class
5th	+2	+4	+1	+1	Elder secret, graft mastery	1,500	+1 level of existing spellcasting class
6th	+3	+5	+2	+2	Rapid grafting	2,000	+1 level of existing spellcasting class
7th	+3	+5	+2	+2	Aberrant familiar, graft mastery	2,500	+1 level of existing spellcasting class
8th	+4	+6	+2	+2	Elder secret	3,000	+1 level of existing spellcasting class
9th	+4	+6	+3	+3	Graft mastery	4,000	+1 level of existing spellcasting class
10th	+5	+7	+3	+3	Aberrant apotheosis, aberrant familiar	5,000	+1 level of existing spellcasting class

Class Skills (4 + Int modifier per level): Concentration, Craft, Decipher Script, Heal, Knowledge (all skills taken individually), Search, Speak Language, Spellcraft, and Use Magic Device.

skills are keyed to it. The ability keyed to the fleshwarper's spellcasting is also important, as is Constitution, since he has fewer hit points than most other characters.

Entry Requirements

Alignment: Any nonlawful.
Skills: Heal 4 ranks, Knowledge (arcana) 8 ranks.
Feat: Graft Flesh†.
Special: Summon familiar class feature.
† New feat described on page 216.

CLASS FEATURES

All of the following are class features of the fleshwarper prestige class.

Spellcasting: At each level above 1st, you gain new spells per day and an increase in caster level (and spells known, if applicable) as if you had also gained a level in a spellcasting class to which you belonged before adding the prestige class level. You do not, however, gain any other benefit a character of that class would have gained. If you had more than one spellcasting class before becoming a fleshwarper, you must decide to which class to add each level for the purpose of determining spells per day, caster level, and spells known.

Aberrant Familiar (Su): Your familiar (if you have one) becomes tainted by your magic. The familiar's type changes to aberration, it gains darkvision out to 60 feet, and its form becomes warped. Your aberrant familiar gains one of the abilities described below, as chosen by you. At every third level you gain above 1st, your aberrant familiar gains another ability from those described below. You can't choose the same ability twice. If your familiar is killed and you obtain a new one, you can choose new aberrant abilities for your new familiar based on your current fleshwarper level.

Your aberrant familiar grants you a +2 bonus on all saving throws against mind-affecting spells and abilities as long as the familiar is within arm's reach.

Your fleshwarper class levels stack with all other class levels used to determine the familiar's other attributes (see page 53 of the *Player's Handbook*).

The abilities your aberrant familiar can have are as follows:

Amorphous Form: A familiar with this ability is immune to extra damage from critical hits and sneak attacks.

Scales: The familiar's natural armor bonus improves by 4. The familiar gains a +2 bonus on Fortitude saves.

Size Increase: The familiar's size becomes larger by one category. Consult the *Monster Manual* for the effects of this size increase on the familiar's ability scores and other statistics.

Tentacle: The familiar gains a tentacle attack with a reach of 5 feet. The attack deals 1 point of damage (assuming Tiny size). It cannot combine this attack with its other natural attacks.

Wings: The familiar can fly at a speed of 40 feet with good maneuverability. (If the familiar already has a fly speed, use whichever speed is higher and whichever maneuverability is better.) The familiar gains a +2 bonus on Reflex saves.

Graft Reserve (Ex): You receive a pool of points you can spend instead of experience points when creating a new graft with your Graft Flesh feat. Each time you gain a class level, you receive a new graft reserve; leftover points from the previous level do not carry over. If the points are not spent, they are lost. You can also use your graft reserve to supplement the XP cost of a graft you are creating, taking a portion of the cost from your graft reserve and a portion from your XP.

Elder Secret (Su): Your continuous self-experimentation in grafting results in occasional improvements to your form. At 2nd level and every three levels thereafter, you make a powerful discovery in your research and learn how to improve your body in a subtle, minor way. Choose one elder secret from those described below when you reach 2nd, 5th, and 8th level.

Secret of the Aboleth: You gain a swim speed equal to your base land speed. You also gain a +8 racial bonus on Swim checks, and can always choose to take 10 on a Swim check even when rushed or threatened.

Secret of the Beholder: Your eyes protrude grotesquely from your head and move independently of each other. You gain a +4 racial bonus on Search and Spot checks, and you can't be flanked.

Secret of the Choker: You become preternaturally quick and alert to danger. You gain a +4 racial bonus on initiative checks and a +1 racial bonus on Reflex saving throws.

Secret of the Destrachan: You gain immunity to damage from sonic energy.

Secret of the Ettercap: You gain a climb speed equal to your base land speed and a +8 racial bonus on Climb checks, and you can always choose to take 10 on Climb checks even if rushed or threatened.

Secret of the Gibbering Mouther: Your form becomes partially amorphous. You have a 25% chance to ignore the extra damage dealt by a critical hit or a sneak attack.

Secret of the Mind Flayer: You gain a +4 racial bonus on saves against mind-affecting spells and abilities.

Secret of the Otyugh: You gain immunity to disease.

Secret of the Umber Hulk: You gain a +2 racial bonus to your natural armor.

Erkin Tiorki, a fleshwarper

Illus. by W. Reynolds

Graft Mastery (Ex): You learn how to create and apply grafts normally not available to your race by studying forbidden tomes and consulting ancient nameless sources. When you first gain the Graft Flesh feat, you choose a specific type of graft to associate with the feat (most likely silthilar grafts, or beholder or undead grafts from the *Fiend Folio* or *Libris Mortis*). At 3rd level, you can select a new type of graft to add to the list. If you choose a graft type that normally requires the creator to be a member of that race (such as aboleth and illithid grafts, or fiendish or yuan-ti grafts from the *Fiend Folio*), you ignore that restriction completely. You can select a new graft type every time you gain an odd-numbered fleshwarper level higher than 3rd.

Rapid Grafting (Ex): Starting at 6th level, you can create grafts with shocking speed. Creating a graft with Graft Flesh now requires only 1 hour for each 1,000 gp.

Aberrant Apotheosis (Su): At 10th level, you undergo a transformation into an aberration. Your type changes to aberration, and you gain darkvision out to 60 feet. You also gain a +2 racial bonus to your Constitution score.

PLAYING A FLESHWARPER

While merely becoming a fleshwarper is by no means an evil act, you need to quickly come to terms with the fact that most people are disgusted and afraid of what you define as beauty. You take pride in your work, and you defend your body's improvements and those that you gift to others until your dying breath. Yet you need not do so cruelly or with violence; that is far from the best way to bring word of your experiments to the world at large.

At best, others think of you as a mad scientist of sorts. You are convinced that your experiments are performed for the betterment of your kind, and that only by improving and refining what the deities have gifted to the world can humanoids hope to survive. You tend not to be distracted by morality, ethics, or compassion, yet need not be evil. You find delight in what repulses others, and in so doing you find ways to improve yourself that others could never appreciate.

Combat

Although you're far from helpless in a fight, the time you spend ensconced in your laboratory and investigating new methods to improve the flesh does not improve your combat skills. Therefore, you should usually try to avoid direct combat.

Instead of just wading into melee, use your grafts and spells to attack at range or to offset your inherent weaknesses before entering combat. If you choose the latter route, you can become quite a menace in combat if you protect yourself beforehand

with spells such as *bear's endurance*, *bull's strength*, *stoneskin*, *mage armor*, and the like. Once you are forced into melee, any number of grafts can give you a significant advantage in combat.

Advancement

As you gain levels, don't be afraid to create new grafts for yourself or your allies. The combination of grafting and the various elder secrets you can learn make you more versatile than your companions. Take care not to generalize too much; you should decide early on what your goal should be with your grafts. Do you want to be a better fighter? A better scout? A better spellcaster? Focus your elder secrets and grafts along these lines, and you'll find yourself in a much stronger position than if your grafts and secrets aren't complementary.

Regarding interactions with others, keep in mind when selecting new grafts for yourself how extreme they appear. If you choose grafts that involve major changes to your appearance, you might find yourself spending resources and time just keeping others from attacking you on sight.

One way to combat this problem, of course, is to invest in items such as a *hat of disguise* or a *robe of blending* that you can use to disguise your grafts. If you can use them, a *wand of polymorph* or *alter self* can be similarly helpful. If you're not interested in how others react to your true appearance, though, your best bet is to focus your purchases on items that augment the particular type of grafts you select for yourself.

Resources

While most people are repelled by the fleshwarper's work, a fleshwarper is usually an arcane spellcaster of no small skill. Consequently, a fleshwarper is often tolerated in wizards' guilds or other arcane associations, or even welcomed in a guild of evil spellcasters who aren't very squeamish about a fleshwarper's peculiar interests. As a member of a guild or similar organization, a fleshwarper can often contribute to the organization by teaching new spells, acquiring rare material components, or capturing interesting creatures for study and vivisection. The exact nature of the benefits available in return for those efforts depend on the guild in question.

FLESHWARPERS IN THE WORLD

Fleshwarpers don't make new friends easily; their bizarre obsession with alien grafts makes them difficult creatures to approach. As a result, fleshwarpers live in out-of-the-way places, deep in the wilderness or underground. The few who live in large urban areas tend to be shut-ins and rely on allies or minions to run errands for them. Of course, exceptions exist; rare fleshwarpers take glee in displaying their bodies and discoveries to the world.

Too often, the lonely life of a fleshwarper leads to cruelty or insanity. Evil fleshwarpers are sadists who enjoy the torments they inflict on others as much as they enjoy the thrill of creating new grafts. The PCs might find themselves pitted against a small army of graft-enhanced minions with a fleshwarper as their leader. Aberrations are drawn to this prestige class as well; a fleshwarper mind flayer or grell would make a memorable villain.

Organization

The study of the fleshwarper's art is a solitary pursuit. No organization composed exclusively of fleshwarpers exists. However, evil fleshwarpers sometimes strike bargains with powerful aberrations such as aboleths or mind flayers, trading their service and fealty for knowledge of new grafts.

NPC Reactions

Fleshwarpers have difficultly interacting with others, especially with the keepers of the Cerulean Sign or the abolishers of the Circle of the True. They are taken to be aberrations themselves, even well before they actually reach apotheosis. Such individuals have initial reactions of hostile to a fleshwarper; most others have initial reactions of unfriendly. This extends even to other fleshwarpers; they guard their secrets jealously and fear the interest of other fleshwarpers more than anything else.

FLESHWARPER LORE

Characters with Knowledge (arcana) can research fleshwarpers to learn more about them. When a character makes a skill check, read or paraphrase the following, including the information from lower DCs.

DC 10: "Fleshwarpers are spellcasters who specialize in the construction of grafts."

DC 15: "Fleshwarpers have several minions that they use as guardians and experimental stock for their projects."

DC 20: "Not all fleshwarpers are evil; some merely seek ways to enhance their bodies. The majority of them are cruel and sadistic, though, and society as a whole should fear these individuals."

DC 30: Characters who achieve this level of success can learn important details about specific fleshwarpers, including the nature of their researches and possibly even what kind of grafts they and their minions have.

FLESHWARPERS IN THE GAME

Fleshwarpers make excellent villainous masterminds. Their minions can have numerous bizarre and deadly grafts to make them more dangerous, and the fleshwarper himself can be a memorable and unique villain. Yet they can also make interesting allies; a friendly fleshwarper can give PCs powerful grafts and assistance as rewards for accomplishing tasks, or as payment.

Adaptation

Fleshwarpers are fairly insulated from the external factors of a campaign world; as long as your world has grafts in it, the fleshwarper can thrive more or less unadapted from the way he is presented here.

If you are using the *Eberron Campaign Setting*, you might consider allowing the craft homunculus class feature of the artificer to be used in place of the summon familiar requirement, allowing artificers with a more biological bent to pursue this class.

Encounters

Evil fleshwarpers make excellent "mad scientist" villains. Their lonely towers or buried dungeons are places of horror and madness, where twisted monstrosities gibber and shriek in endless agony. Good and neutral fleshwarpers could serve as allies of dubious virtue, sources of information that aberration hunters consult only out of desperation. Some characters might even seek out a fleshwarper, voluntarily subjecting themselves to alteration and surgery in a search for strength and power.

EL 12: Erkin Tiorki is a gnome scholar who studies the aberrant creatures of the Underdark. Long fascinated by the tremendous strength and resilience demonstrated by such creatures, he began to explore ways in which he could strengthen his own small, frail form. He lives for the chance to pass on the "benefits" of his study to others, and thus often agrees to perform grafts on willing characters. Unfortunately, not all of his early work was as sound or stable as the work he is now capable of, and a few former adventurers made into monsters by his clumsier efforts hunger for revenge. The PCs might seek out Erkin to be modified with grafts in preparation for a terrible challenge, or they might be paid to capture (or kill) the fleshwarper by one of his former subjects.

Erkin Tiorki: Male gnome cleric 4 (Boccob)/wizard 5/fleshwarper 3; CR 12; Small humanoid; HD 4d8+12 plus 5d4+15 plus 3d6+9; hp 74; Init +0; Spd 20 ft., swim 20 ft.; AC 17, touch 11, flat-footed 17; Base Atk +6; Grp +2; Atk or Full Atk +7 melee (1d4/ 3, rending claw) or +8 ranged (1d6+1/19–20; *+1 light crossbow*); SA spell-like abilities, turn undead 2/day (–1, 2d6+3, 4th); SQ aberrant familiar, elder secret (secret of the aboleth), familiar benefits, gnome traits, graft mastery (silthilar and illithid grafts), graft reserve (900), low-light vision, summon familiar; AL CN; SV Fort +11*, Ref +5*, Will +11*; Str 10, Dex 10, Con 16, Int 17, Wis 14, Cha 8.

Skills and Feats: Concentration +10, Heal +13, Knowledge (arcana) +20, Knowledge (dungeoneering) +9, Knowledge (the planes) +8, Spellcraft +22, Swim +11, Use Magic Device +11; Aberration Blood (+4 on Swim checks), Alertness[B] (as long as Discalabus is in arm's reach), Craft Construct, Craft Magic Arms and Armor[B], Craft Wondrous Item, Graft Flesh†, Lightning Reflexes, Scribe Scroll[B].

†New feat described on page 216.

Languages: Gnome, Common, Dwarf, Goblin, Undercommon.

Spell-Like Abilities: 1/day—*speak with animals* (burrowing mammal only, duration 1 minute).

Aberrant Familiar: Erkin has a familiar named Discalabus, a monkey that is an aberration rather than an animal. The creature's abilities and characteristics are given below.

Familiar Benefits: Erkin gains special benefits from having a familiar.

Alertness (Ex): *Discalabus grants its master Alertness as long as it is within 5 feet.

Empathic Link (Su): Erkin can communicate telepathically with his familiar at a distance of up to 1 mile. The master has the same connection to an item or a place that the familiar does.

Share Spells (Su): Erkin can have any spell he casts on himself also affect his familiar if the latter is within 5 feet at the time. He can also cast a spell with a target of "You" on his familiar.

Gnome Traits: Gnomes have a +1 racial bonus on attack rolls against kobolds and goblinoids. Gnomes have a +4 racial bonus to Armor Class against giants.

*Gnomes have a +2 racial bonus on saving throws against illusions.

Graft Reserve (Ex): Erkin has 900 points he can spend instead of spending XP when creating a graft.

Cleric Spells Prepared (caster level 4th): 0—*detect magic, guidance* (2), *mending* (2); 1st—*command* (DC 13), *comprehend languages, detect secret doors*[DK], *protection from chaos, shield of faith*; 2nd—*bear's endurance, detect thoughts*[DK] (DC 14), *resist energy, spiritual weapon*.

D: Domain spell. *Domains:* Knowledge (cast divination spells [K] at +1 caster level, all Knowledge skills are class skills), Magic (use magic items as 10th-level wizard).

Wizard Spells Prepared (caster level 7th): 0—*acid splash* (+8 ranged touch), *flare* (DC 13), *mage hand, prestidigitation*; 1st—*expeditious retreat, mage armor**, *magic missile, ray of enfeeblement* (+8 ranged touch), *shield*; 2nd—*blur, cat's grace, Melf's acid arrow* (+8 ranged touch), *web* (DC 15); 3rd—*fly, greater magic weapon, undulant innards*† (DC 16); 4th—*phantasmal killer* (DC 17).

† New spell described on page 213.

*Already cast.

Spellbook: as above plus 0—*daze, disrupt undead, light, resistance*; 1st—*color spray, charm person, detect secret doors, spider climb*; 2nd—*daze monster, invisibility, minor image, summon monster II*; 3rd—*blink, haste, hold person, summon monster III*; 4th—*confusion, ice storm, mass reduce person*.

*Possessions: +2 chitin plating, rending claw**, *+1 light crossbow* with 20 bolts, *ring of protection +1, Heward's handy haversack, pearl of power* (2nd-level spell), *wand of false life* (31 charges), 2 *potions of cure serious wounds, potion of haste*.

*A rending claw is an illithid graft detailed on page 212 of the *Fiend Folio*. It grants Erkin a natural attack that deals 1d4 points of damage on a hit and deals 3 damage on a critical hit. He takes a –4 penalty on skill checks that require precision or fine manipulation with this claw.

Discalabus, Aberrant Monkey Familiar: CR —; Tiny aberration; HD 12 (effective); hp 37; Init +2; Spd 30 ft., climb 30 ft., fly 40 ft. (good); AC 18, touch 14, flat-footed 16; Base Atk +6; Grp –6; Atk or Full Atk +10 melee (1d3–4, bite); Space/Reach

2-1/2 ft./0 ft.; SA deliver touch spells; SQ darkvision 60 ft., immunity to extra damage from critical hits and sneak attacks, improved evasion, low-light vision, speak with master, speak with primates; AL CN; SV Fort +8, Ref +5, Will +10; Str 3, Dex 15, Con 10, Int 9, Wis 12, Cha 5.

Skills and Feats: Balance +10, Climb +10, Concentration +15, Heal +12, Hide +10, Knowledge (arcana) +14, Knowledge (dungeoneering) +3, Knowledge (the planes) +2, Listen +3, Spellcraft +14, Spot +3, Use Magic Device +9; Weapon Finesse.

KEEPER OF THE CERULEAN SIGN

The enemy is ancient, eternal, and forever. Yet they are not without weakness, for they have been put down before and shall be put down again. The power of the Cerulean Sign has not faded over the eons; it has grown. With its power within my soul, I cannot help but prevail against the Elder Evils, and they cannot help but fall against my might.

—Selsharra Derissor, a keeper of the Cerulean Sign

The Cerulean Sign is an ancient rune of power, created untold eons ago by a race or deity long since vanished. This ancient race or deity clearly opposed the rise of the aberrant races, yet its efforts were ultimately a failure. The aberration races prosper, while their ancient adversary is forgotten. All that remains is the Cerulean Sign and its still-potent power against creatures from outside the realm of sanity.

The power of the Cerulean Sign draws a small group of loyal keepers. These people work to keep the knowledge of the Cerulean Sign alive, for without it, the ancient aberrations cannot be opposed. But a keeper does far more than protect the Cerulean Sign. She takes the fight to the aberrations, and specifically to those they have seduced. She seeks out aberration cults and crushes them, ensuring that the foul taint from beyond can never supplant what is pure in the world.

BECOMING A KEEPER

Since the keeper of the Cerulean Sign prestige class requires both spellcasting and a large number of skill points, the easiest path to entering this prestige class is through the bard class. Most other spellcasting classes either need to wait until they're at least 16th level so they can acquire 8 ranks in a cross-class skill, or they need to multiclass. A character of a class that cannot cast spells must multiclass into a spellcasting class, but since all spellcasting classes can cast the required spell to craft a *cerulean sign*, the choice of spellcasting class is wide open.

Charisma is the most important ability for a keeper of the Cerulean Sign, since it affects many of her skills and most of her class features. Bard keepers also rely on Charisma for their spellcasting and bardic music powers. After Charisma, Intelligence and Wisdom are perhaps the most important ability scores. Keepers of the Cerulean Sign rely on their magic and skills to avoid conflict, and thus the physical ability scores aren't as important to them.

Entry Requirements

Type: Cannot be an aberration.
Skills: Gather Information 5 ranks, Knowledge (arcana) 8 ranks, Knowledge (dungeoneering) 8 ranks, Sense Motive 5 ranks.
Feats: Aberration Banemagic†, Craft Wondrous Item.
Special: Must create a *cerulean sign* without aid.
†New feat described on page 178.

CLASS FEATURES

All of the following are class features of the keeper of the Cerulean Sign prestige class.

Spellcasting: At each level, you gain new spells per day and an increase in caster level (and spells known, if applicable) as if you had also gained a level in a spellcasting class to which you belonged before adding the prestige class level. You do not, however, gain any other benefit a character of that class would have gained. If you had more than one spellcasting class before becoming a keeper of the Cerulean Sign, you must decide to which class to add each level for the purpose of determining spells per day, caster level, and spells known.

Cerulean Focus: Before becoming a keeper of the Cerulean Sign, you must successfully craft your own personal version of the sign. Once created, this item functions as a *cerulean sign*

Table 9–7: Keeper of the Cerulean Sign **Hit Die: d6**

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spellcasting
1st	+0	+0	+0	+2	Cerulean focus, detect aberrant taint	+1 level of existing spellcasting class
2nd	+1	+0	+0	+3	Greater banemagic 1/day	+1 level of existing spellcasting class
3rd	+1	+1	+1	+3	Word of revelation	+1 level of existing spellcasting class
4th	+2	+1	+1	+4	Greater banemagic 2/day	+1 level of existing spellcasting class
5th	+2	+1	+1	+4	Portal warding	+1 level of existing spellcasting class
6th	+3	+2	+2	+5	Greater banemagic 3/day	+1 level of existing spellcasting class
7th	+3	+2	+2	+5	Mental backlash	+1 level of existing spellcasting class
8th	+4	+2	+2	+6	Greater banemagic 4/day	+1 level of existing spellcasting class
9th	+4	+3	+3	+6	—	+1 level of existing spellcasting class
10th	+5	+3	+3	+7	Cleanse aberration, greater banemagic 5/day	+1 level of existing spellcasting class

Class Skills (6 + Int modifier per level): Bluff, Concentration, Decipher Script, Disguise, Forgery, Gather Information, Hide, Intimidate, Knowledge (arcana), Knowledge (dungeoneering), Knowledge (history), Knowledge (local), Knowledge (religion), Knowledge (the planes), Listen, Move Silently, Search, Sense Motive, Spellcraft, Spot, and Use Magic Device.

(see the sidebar). In addition, it serves as a focus for most of your class features. Without this focus, these abilities do not function.

Detect Aberrant Taint (Sp): As long as you wear your cerulean focus, you can detect the taint of aberrations. This ability functions as the spell *detect aberration* (see page 211), except that it also allows you to detect the presence or absence of any mind-affecting spells or supernatural abilities in effect on any creature, as long as the effect in question was placed there by an aberration. Additionally, it reveals any creature that willingly belongs to a cult that knowingly worships aberrations. A cultist who believes he is worshiping Pelor when in fact his devotions are led by a mind flayer in disguise would not register as tainted by the use of this ability, but a cultist who worships knowingly under a mind flayer would be revealed. You can use this ability a number of times per day equal to your class level.

Greater Banemagic (Su): At 2nd level, you gain the greater banemagic feature. This ability works like the Aberration Banemagic feat (see page 178), except that once per day you can triple the benefit gained. The damage increases by 6d6 instead of 2d6 and the save DC increases by 6 instead of by 2. You gain an extra use of this ability at every even-numbered class level (two times per day at 4th level, three times per day at 6th level, and so on).

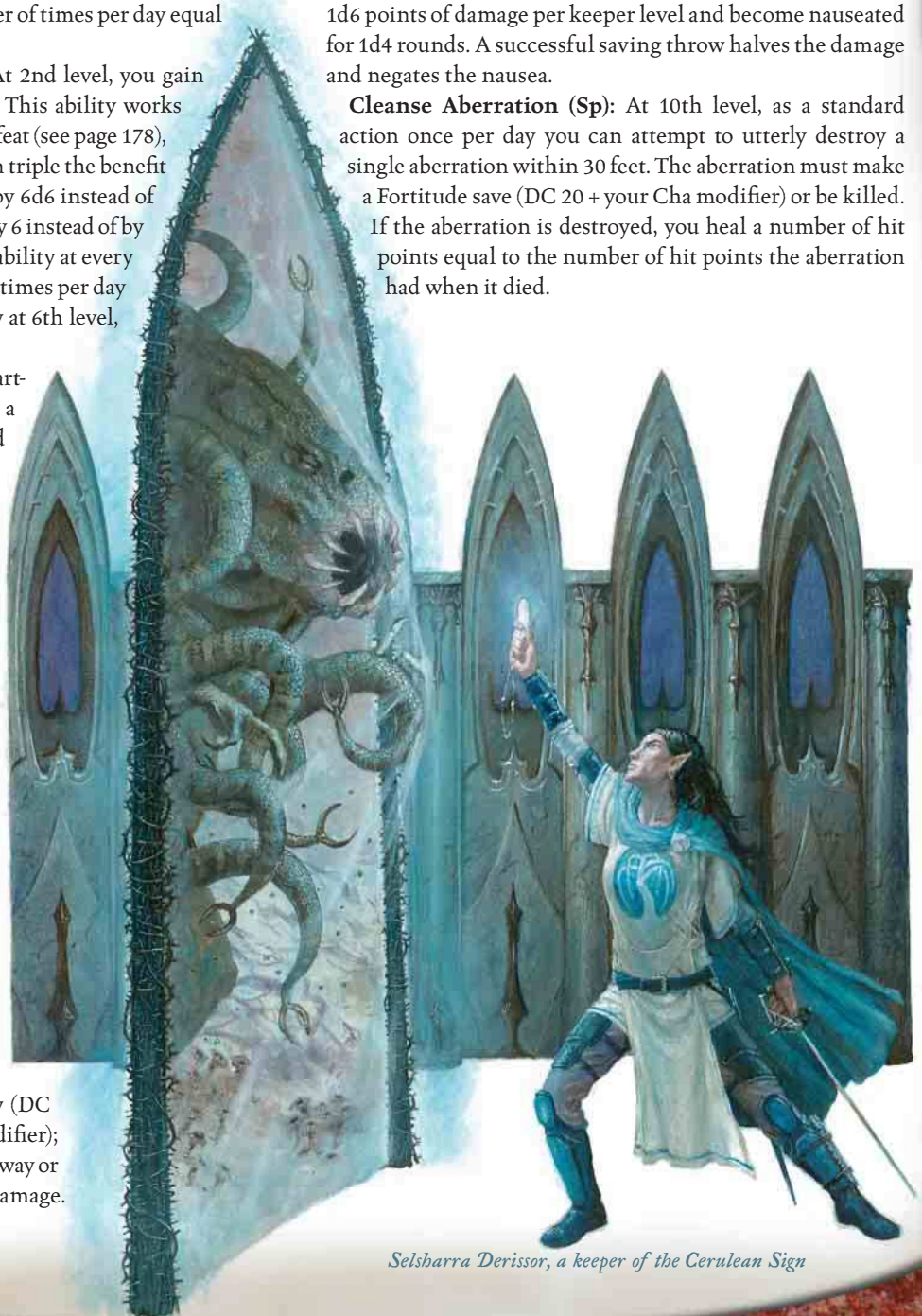
Word of Revelation (Su): Starting at 3rd level, you can utter a word of revelation as a standard action once per day. This supernatural ability duplicates the effect of an area *dispel magic* that targets all spells or effects from the school of illusion that were originally cast by an aberration or aberration cultist within a 30-foot burst centered on you. Additionally, any aberration or aberration cultist in the area must make a Fortitude save (DC 10 + keeper level + Cha modifier) or take 1d4 points of Charisma damage.

Portal Warding (Su): Starting at 5th level, you can place a potent warding effect on any doorway or magic portal once per day. An aberration can pass through a warded doorway or magic portal only if it makes a successful Will saving throw (DC 10 + keeper level + Cha modifier); otherwise it cannot use the doorway or portal and takes 3d6 points of damage. An attempt to destroy the door or magic portal counts as an attempt to pass through it. You know whenever an aberration attempts to pass through the door or portal, and you also know if the aberration is successful or not, provided you are on the same plane as the warding.

You can maintain this effect indefinitely, but you can sustain only one warded portal at any time.

Mental Backlash (Su): Beginning at 7th level, once per day you can reflexively lash out at any aberration or aberration cultist that targets you but fails to affect you with a mind-affecting spell or ability. You can do so only if you make a saving throw against a mind-affecting spell or ability directed at you by an aberration or aberration cultist. When this power is activated, the aberration or cultist must make a Fortitude saving throw (DC 10 + keeper level + Cha modifier) or take 1d6 points of damage per keeper level and become nauseated for 1d4 rounds. A successful saving throw halves the damage and negates the nausea.

Cleanse Aberration (Sp): At 10th level, as a standard action once per day you can attempt to utterly destroy a single aberration within 30 feet. The aberration must make a Fortitude save (DC 20 + your Cha modifier) or be killed. If the aberration is destroyed, you heal a number of hit points equal to the number of hit points the aberration had when it died.



Selsharra Derissor, a keeper of the Cerulean Sign

Illus. by S. Belledin

PLAYING A KEEPER OF THE CERULEAN SIGN

You tend to be enigmatic, yet intrigue others with your words. Your beliefs are based on ideals and concepts that predate the world's current governments, religions, and societies, yet those ideas remain as compelling as anything those societies have to offer. The Cerulean Sign has survived the eons not only because of the power it carries but for the primal ideals and needs it represents.

You can be rather mysterious regarding your motives and needs. You know that the tendrils of aberrant taint can slip unseen into the minds of the unsuspecting, so you keep what you know to yourself for fear of exposing your plans and secrets to the enemy. Your enemies include not only beholder cultists, slavers who sell to the neogi, and thralls of the illithids, but also the aberrations themselves, and their ageless, unknowable, primal masters that lurk beyond the veil of reality.

Yet, unlike the abolishers of the Circle of the True, you and your fellows are not pessimistic and dour people. On the contrary, you have a powerful personality and are quite passionate about what you believe in. You must be, if you want to combat the insidious aberration cults that fester in the suggestible corners of the world.

Combat

As a keeper of the Cerulean Sign, you are best at using your magic and your skills to fight enemies. In most combats you fall back to a supporting role, using your spells to augment the better fighters in the group or to tend to the injured.

Against aberrations and those who forsake their kin to throw in their lot with aberrations, you can be a terrible foe indeed. Many keepers take one or two levels in a fighting class just to augment their combat skills for the inevitable conflicts with aberrations and their cultists, but even without such measures, your ability to smite cultists can rapidly turn the battle against these foes. If you have bard levels, the Music of the Outer Spheres feat (see page 181) is an excellent choice to aid in your struggles against aberrations.

Advancement

As you gain levels in this prestige class, you should maintain maximum ranks in Bluff to trick cultists into thinking you're one of them, in Decipher Script to make sense of weird tomes and messages you uncover while investigating a cult, in Knowledge (dungeoneering) to keep up on aberration lore, and in Sense Motive to aid in detecting if people are being magically manipulated. Spell Penetration and Greater Spell Penetration are good choices for feats, since many aberrations have spell resistance. Likewise, since many aberrations have powerful mental attacks, Iron Will is always a good choice. Since you will be fighting cultists more often than not, it's probably a good idea to improve your combat skills by taking feats such as Weapon Focus and Dodge.

Similarly, it can't hurt to invest in an *aberration bane* weapon. Such a weapon can quickly take apart most of the creatures you will end up fighting. You might want to look into buying items that enhance your skills, as well, such as a *circlet of persuasion* or a *rod of splendor*. A *rod of rulership* can go a long way toward wresting control of a large number of cultists away from their unhuman leaders. You should also not hesitate to seek out magic items that specifically defeat common aberration attacks. A *vest of escape* can aid in getting out of grapple attacks, for example, and a *scarab of protection* is invaluable when you face an aberration with instant death attacks (such as a beholder).

Finally, don't forget to upgrade your *cerulean sign* as you gain levels. This magic item is quite helpful, and enhancing its bonuses only makes it more so.

Resources

As a keeper of the Cerulean Sign, you do not have an organization or guild to back you up. You are guided purely by your own conscience and your need to oppose the aberration cults that constantly threaten society. Yet you are not alone in the world.

The Circle of the True supports the keepers as best they can, providing a safe place for you to rest and recover, or sending along fighters or abolishers to help eradicate a cult when one is discovered. See page 217 for more information on the Circle of the True.

KEEPERS IN THE WORLD

The PCs normally won't attract the attentions of a keeper of the Cerulean Sign—unless, of course, one of them is an aberration cultist (or an aberration).

It's far more likely that the PCs find themselves working with a keeper, even if they do not realize it at first. They might

CERULEAN SIGN

The ancient *cerulean sign* is a potent symbol against aberrations and their ilk. Said to be an ancient glyph that captures and focuses the power of the natural world, an item of jewelry that bears a properly crafted cerulean sign becomes a potent ward against creatures from outside the natural order.

A *cerulean sign* is usually crafted as an amulet, but it can sometimes be found in the form of a mantle, medallion, periapt, or ring. As long as a *cerulean sign* is carried (either in the hand or in a pocket or container you are wearing, excluding those that create extradimensional spaces, such as *bags of holding*), it grants the carrier a +1 resistance bonus on all Will saving throws made against effects that originate from aberrations.

If worn, a *cerulean sign* also grants a luck bonus to your Armor Class and on all saving throws against attacks from aberrations, as well as a luck bonus on level checks made to penetrate an aberration's spell resistance. The magnitude of this luck bonus ranges from +1 to +5.

Moderate abjuration; CL 7th; Craft Wondrous Item, *invoke the cerulean sign*†; Price 4,000 gp (+1), 16,000 gp (+2), 36,000 gp (+3), 60,000 gp (+4), 100,000 gp (+5).

†New spell described on page 211.

be working to infiltrate a cult base, encounter an undercover keeper already established in the cult, and join forces with her to achieve their common goal.

Organization

Although the keepers of the Cerulean Sign operate alone, they understand the value of having friends and allies. A keeper often offers her services to an organization that has goals similar to her own, such as the Circle of the True or a good-aligned religion. In such cases, the keeper is afforded a place on the periphery of the organization. Despite not being a true member, she is nonetheless treated as an equal. Her quarters on site are set off from the rest of the barracks, more out of respect than for any other reason. Keepers tend not to be interested in achieving or maintaining positions of power among the leadership of an allied organization. Likewise, they feel no urge to follow the orders of an allied organization's commanders, but they usually do so nonetheless to maintain goodwill.

NPC Reactions

A keeper of the Cerulean Sign who displays the sign, either by wearing her personal *cerulean sign* openly or wearing clothing or armor emblazoned with the rune, can expect others who recognize the sign to react appropriately. Aberrations, and those allied with them, almost always have an initial attitude of hostile toward a keeper. Druids, good clerics, members of the Circle of the True, and similarly minded individuals have an initial attitude of helpful.

Strangely, government leaders, paladins, and others with investment in a lawful society distrust those who wear the sign, most likely because their efforts to uproot and destroy aberration cults can completely disrupt the social order, especially when members of the cult also happen to be high-ranking officials. The keepers of the Cerulean Sign have a reputation for not helping to sort out the mess this creates, since they would rather turn their efforts toward tracking down the remnants of the cult who might have escaped judgment. As a result, while government officials, paladins, and clerics of lawful deities can have a wide range of initial attitudes toward a keeper (usually indifferent), the keeper takes a –4 penalty on all skill checks made to adjust such an individual's initial reaction.

KEEPER OF THE CERULEAN SIGN LORE

Characters with Knowledge (history) can research the keepers of the Cerulean Sign to learn more about them. When a character makes a skill check, read or paraphrase the following, including the information from lower DCs.

DC 10: "The keepers fight against the formation of cults founded by aberrations."

DC 15: "The keepers aren't an organized group; each of their members operates alone. They do share a common devotion to a strange rune."

DC 20: "The Cerulean Sign that the keepers revere is an ancient rune that is said to predate the gods themselves." This result should also show the character what the Cerulean Sign looks like.

DC 30: Characters who achieve this level of success can learn important details about powerful keepers, including their names, who they ally themselves with, and details of the cults they have disrupted.

KEEPERS OF THE CERULEAN SIGN IN THE GAME

A keeper of the Cerulean Sign might appear whenever a cult of aberration worshipers figures in the storyline. The keeper might not be an obvious part of the story, but her presence should nonetheless be felt at some point by the PCs. Perhaps they need to convince the keeper of their honorable intentions to progress in their quest. Likewise, a keeper might have run into a dead end in her investigations and could make contact with the PCs herself to recruit their aid.

Adaptation

If your campaign doesn't feature cultists who worship aberrations or are easily dominated by them, you can still use this prestige class by adjusting its focus. Perhaps the keepers oppose a specific evil religion in your campaign world or a corrupt government. One possible way to adapt this prestige class is to reverse its role. Perhaps the keepers serve an ancient philosophy that would see the aberrations rule the world. They infiltrate churches and organizations and use their skills to subtly twist and taint the members into worshiping and supporting aberrations, effectively becoming that which the keeper described here works so hard to oppose.

Encounters

A keeper of the Cerulean Sign is most likely to appear as a much-needed ally for a company of adventurers campaigning against an aberration threat. The keeper might provide spellcasting or information to the PCs, or even join the party for a time to battle the aberrations. A keeper might appear as an enemy if the party includes aberrant heroes such as fleshwarpers or characters who have willingly allowed themselves to be altered with grafts.

EL 13: Three years ago, Selsharra Derissor and her adventuring company confronted a widespread and powerful beholder cult that had poisoned a lonely barony in the backlands of Furyondy. She and her friends fought bravely against their abominable foes and discovered that they were not alone in their fight. A mysterious wizard named Ildrazar joined their party and guided them in their battles against the beholder overlords who ruled the cult. By wielding the power of a potent mystic sign, Ildrazar provided assistance that proved decisive in their crusade. Before he left, Ildrazar took Selsharra aside and taught her the secrets of the Cerulean Sign, instructing her in the lore of the keepers. She now continues his lonely crusade, seeking resolute and skillful adventurers to whom she might pass on the Sign.

Selsharra is a tall elf with a distant and thoughtful demeanor. She rarely indulges in lighthearted or merry tunes; instead,

she favors sad and sorrowful ancient elven compositions of unearthly beauty.

Selsharra Derissor: Female elf bard 10/keeper of the Cerulean Sign 3; CR 13; Medium humanoid; HD 13d6+13; hp 62; Init +3; Spd 30 ft.; AC 21, touch 15, flat-footed 18; Base Atk +8; Grp +9; Atk +12 melee (1d6+2/18–20, *+1 shocking rapier*) or +12 ranged (1d8+1/ 3, masterwork composite longbow); Full Atk +12/+7 melee 1d6+2/18–20, *+1 shocking rapier*) or +12/+7 ranged (1d8+1/ 3, masterwork composite longbow); SA bardic music 10/day (countersong, fascinate, inspire competence, inspire courage +2, inspire greatness, suggestion), spells; SQ bardic knowledge +9, cerulean focus, *detect aberrant taint,* elf traits, greater banemagic 1/day, low-light vision, word of revelation; AL CG; SV Fort +7, Ref +11, Will +10 (+12 against enchantments); Str 12, Dex 16, Con 12, Int 8, Wis 10, Cha 17.

Skills and Feats: Concentration +14, Decipher Script +3, Gather Information +8, Knowledge (arcana) +7, Knowledge (dungeoneering) +7, Listen +5, Perform (wind instruments) +18, Search +4, Sense Motive +5, Speak Language (Undercommon), Spot +6, Use Magic Device +14; Aberration Banemagic†, Craft Wondrous Item, Great Fortitude, Spell Penetration, Weapon Finesse.

†New feat described on page 178.

Languages: Common, Elven, Undercommon.

Bardic Music: Use bardic music ten times per day. See the bard class feature, page 29 of the *Player's Handbook*.

Countersong (Su): Use music or poetics to counter magical effects that depend on sound.

Fascinate (Sp): Use music or poetics to cause one or more creatures to become fascinated with her.

Inspire Competence (Su): Use music or poetics to help an ally succeed at a task.

Inspire Courage (Su): Use music or poetics to bolster her allies against fear and improve their combat abilities.

Inspire Greatness (Su): Use music or poetics to inspire greatness in herself or an ally, granting her target extra fighting capability.

Suggestion (Sp): Use music or poetics to make a suggestion (as the spell) to a creature that she has already fascinated.

Cerulean Focus: Selsharra's *cerulean sign* acts as a focus for her keeper class abilities.

Detect Aberrant Taint (Sp): Selsharra can detect the taint of aberrations. This ability functions like the spell *detect aberration* (see page 211), except that she can also detect the presence or absence of any mind-affecting spells or supernatural abilities in effect on any creature, as long as the effect was placed there by an aberration. It also reveals any creature that willingly worships aberrations.

Elf Traits: Elves have immunity to magic sleep effects. An elf who merely passes within 5 feet of a secret or concealed door is entitled to a Search check to notice it as if she were actively looking for it.

Greater Banemagic (Su): Once per day Selsharra can triple the benefit gained from Aberration Banemagic, increasing the damage to 6d6 points and increasing the save DC by 6.

Word of Revelation (Su): Selsharra can utter a word of revelation once per day. This duplicates the effect of an area *dispel magic* in a 30-foot burst centered on her. It targets all illusion spells or effects that were originally cast by an aberration or aberration cultist. In addition, each aberration or aberration cultist in the area must make a DC 16 Fortitude save or take 1d4 points of Charisma damage.

Bard Spells Known (3/4/4/4/2; caster level 13th): 0—*daze* (DC 13), *detect magic, light, mage hand, message, read magic;* 1st—*charm person* (DC 14), *cure light wounds, disguise self, silent image;* 2nd—*hold person* (DC 15), *invisibility, misdirection, sound burst* (DC 15); 3rd—*charm monster* (DC 16), *cure serious wounds, haste, invoke the cerulean sign* (DC 16); 4th—*dimension door, greater invisibility, hold monster* (DC 17), *summon monster IV.*

Possessions: +3 studded leather armor, +1 shocking rapier, +2 mantle of the cerulean sign, +2 ring of protection, wand of magic missile (caster level 3rd), masterwork composite longbow (+1 Str bonus), masterwork flute.

SANCTIFIED MIND

The foes of man are many and varied. Some seek simple conquest, others desire the fruits of our civilization, and still others want nothing more than to wipe us from the face of this world. Foes worse, horrifically worse, than these exist. These foes seize the minds of the innocent and bend them to their own wills, seeking to take our very minds from us. Some of these evil beings raid civilization for the living, intelligent brains upon which they feed. Others seek power by controlling our political and religious leaders. This is the horror we stand against. We shall bear eternal vigilance to ward our home from these abominations; such is our duty and our honor.

—Sir Jeremy Costineux,
founder of the Society of the Sanctified Mind

The Society of the Sanctified Mind is a collection of elite clerics, fighters, monks, paladins, psions, psychic warriors, soulknives, and others who view the threat posed by the presence and goals of evil psionic-using creatures to be the most dire menace facing civilized races today.

Members of this organization consider their cause to be a crusade to rid the world of the awful and invisible influence of those who would seek to corrupt and pervert an individual's right to think for herself. A sanctified mind believes that all evil-aligned psionics-using creatures (those that have psionic abilities or that use psionic power points) must be crushed. All members share this devotion, and the most fervent of the order's elite warriors take the name of the society itself as their name. This way, they say, they can never forget the vital importance of their chosen mission.

The group's emblem is a silhouette of a human head (or a humanoid one, depending on the race of the member bearing the device) with a sword and a mace crossed above it. This

emblem signifies the society's pledge to fight in protection of civilized lives and minds.

BECOMING A SANCTIFIED MIND

While the order includes a wide variety of classes, the martial tradition of the society makes entering the ranks of this prestige class easier for similarly themed classes. Monks, fighters, paladins, clerics, psychic warriors, and psions make up the bulk of the order's membership. All applicants must have some amount of psionic capability, so even characters who have focused exclusively on their martial skills must take a level or two in a psionic class, or the Wild Talent feat, to enter.

An applicant need not pass a specific test to begin training as a sanctified mind, but a fierce devotion to eliminating evil psionics-using creatures must be evident in the potential recruit's words and deeds. Applicants undergo (with their knowledge and approval) rigorous magical and psionic examination to ensure that each is acting of his own free will and is not coerced by the powers of evil psions or evil psionic creatures, or those of such a creature's minions. Once a potential recruit passes these exams, he joins one of the society's ward houses to begin training.

Korrath, a sanctified mind

Entry Requirements

Alignment: Any nonevil.

Base Attack Bonus: +4.

Skills: Knowledge (dungeoneering) 2 ranks, Knowledge (psionics) 2 ranks, Sense Motive 2 ranks.

Feat: Iron Will.

Proficiency: Proficient with all martial weapons.

Psionics: Must have a power point reserve of at least 1 power point.

CLASS FEATURES

All of the following are class features of the sanctified mind prestige class.

Spellcasting/Manifesting: At each level above 1st, you gain new spells per day and an increase in caster level (and spells known, if applicable) as if you had also gained a level in a divine spellcasting class to which you belonged before adding the prestige class level. You do not, however, gain any other benefit a character of that class would have gained. If you had more than one divine spellcasting class before becoming a sanctified mind, you must decide to which class to add each level for the purpose of determining spells per day, caster level, and spells known.

Alternatively, at each level above first, you gain new powers per day, an increase in manifester level, and powers known as if you had also gained a level in a manifesting class to which you belonged before adding the prestige class level. You do not, however, gain any other benefit a character of that class would have gained. If you had more than one manifesting class

Table 9–8: The Sanctified Mind **Hit Die: d8**

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spellcasting/Manifesting
1st	+1	+2	+0	+2	Partition mind	—
2nd	+2	+3	+0	+3	Cleansing strike	+1 level of existing divine spellcasting class or +1 level of existing manifesting class
3rd	+3	+3	+1	+3	Disrupting blow 1/day	+1 level of existing divine spellcasting class or +1 level of existing manifesting class
4th	+4	+4	+1	+4	Hard to hold	+1 level of existing divine spellcasting class or +1 level of existing manifesting class
5th	+5	+4	+1	+4	Disrupting blow 2/day	+1 level of existing divine spellcasting class or +1 level of existing manifesting class
6th	+6	+5	+2	+5	Power resistance	+1 level of existing divine spellcasting class or +1 level of existing manifesting class

Class Skills (4 + Int modifier per level): Concentration, Disguise, Gather Information, Intimidate, Knowledge (arcana), Knowledge (dungeoneering), Knowledge (psionics), Listen, Psicraft, Search, Sense Motive, and Spot.

Illus. by D. Scott

before becoming a sanctified mind, you must decide to which class to add each level for the purpose of determining powers per day, manifester level, and powers known.

If you have both divine spellcaster levels and manifester levels upon gaining a level as a sanctified mind, you must choose which class gains the benefit of this ability. You cannot increase both your spellcasting and manifesting levels. At each level that grants this ability, however, you can choose to improve either your divine spellcaster level or your manifester level. Choosing one way does not restrict you to the same choice when you gain your next level.

Partition Mind (Su): You can create a bastion of determination and resolve that helps you reduce the effects of mind-affecting spells and abilities. As an immediate action, you can choose to partition your mind even if dazed or stunned. While your mind is partitioned, you can choose to be *slowed* instead of suffering the normal effect of the mind-affecting spell or ability. Attacks with a duration—for example, a *hold person* spell, a *deep slumber* spell, or the stunning effect of a mind flayer's *mind blast*—are only held in abeyance. If the duration of your partitioned mind expires while the effect is still operative, you suffer the normal consequences for the balance of the effect's duration. You can keep your mind partitioned for a number of rounds per day equal to your class level plus your Charisma bonus (minimum 1 round per day).

For example, a 2nd-level sanctified mind with a Charisma score of 13 is subjected to a *mind blast* and is stunned for 6 rounds. If he uses his partition mind ability, he can spend 3 rounds *slowed* instead of stunned. His partition mind ability then runs out, and he is stunned for the next 3 rounds.

Cleansing Strike (Su): Beginning at 2nd level, you can expend your psionic focus to smite a psionics-using creature with one melee attack (including melee touch attacks). You add your Wisdom bonus (if any) to your attack roll and deal an extra 1d6 points of damage per sanctified mind class level. If you smite a creature that does not use psionics, the smite has no effect but the ability is still used up for the day.

Disrupting Blow (Su): Starting at 3rd level, you can attempt a disrupting blow against a psionics-using creature in melee combat once per day. You have been taught the weak points and vulnerable areas of a psionic-using creature's source of mental power, and this ability allows you to take advantage of that knowledge. The disrupting blow attempt must be declared prior to the attack roll. On a successful hit, the target must succeed on a Fortitude save (DC 10 + sanctified mind level + Wis modifier) or lose access to all its psionic or psi-like abilities for 1d4 rounds due to the psychic disruption dealt by the blow. If the attack fails, the disrupting blow attempt is still used up for the day.

At 5th level and higher, you can use this ability two times per day.

Hard to Hold (Ex): Beginning at 4th level, you know how to wriggle free of the deadly tentacles that are so common among aberrations and other psionics-using creatures. You gain a bonus equal to your class level on all grapple checks to resist or escape from a grapple.

Power Resistance: At 6th level, you gain power resistance equal to 5 + your character level.

PLAYING A SANCTIFIED MIND

You adhere to one of two schools of thought within the Society of the Sanctified Mind. The first is the traditional human member, likely a cleric or paladin of St. Cuthbert. You believe that while not all psionics-users are evil, the potential is always there, lurking in the background, and you likely distrust psionics-using creatures in general (even those within your organization). You probably qualified for the prestige class by taking the Wild Talent feat, and you probably advance your divine spellcasting class rather than any manifesting class. Taking a level in a psionic class would bring you away from your devotion to your deity, and closer in some ways to the enemy you have vowed to fight. Your involvement in the church, the society's proselytizing about the dire threat posed by evil psionics-using creatures, and the order's urgent need for sturdy warriors drew you to join the ranks of the society. Not all members of the church's hierarchy share the order's views, but the society's supporters are vocal even as a minority. This faction suggests that joining the society is the highest honor a worshiper of their deity could hope to achieve; this fact alone reduces the amount of support the order garners from the church at large.

The new commandant, a dwarf fighter named Albaric, takes a different tack. Neither human nor affiliated in any formal way with St. Cuthbert's church, Albaric opened the ranks of the society to all races and classes. Albaric has been especially enthusiastic about recruiting members of psionic classes into the order, believing that the best way to confront the mental powers of evil psionics-using creatures is by using warriors who possess similar abilities.

If you subscribe to this second school, you are less bound to the old traditions of the order and its rigidly militaristic, religious history. You are less likely to be lawful-aligned than old-school members, but Albaric values your fresh perspective, even if you receive the occasional cold stare or social slight from a long-time member of the order. You likely qualified for the prestige class by taking a level (or more) in a psionic class. You share Albaric's belief that the best way to battle the threat of evil psionics-using creatures is to use their most potent weapon against them.

Combat

Regardless of the circumstances that brought you to the order, you understand that the society considers itself at war with all creatures that would use psionics to enslave or control, with their servant creatures, and with their mind-controlled thralls everywhere. You know from your thorough studies or from bitter experience just how horrible a foe an evil psionics-using creature can be, and you seek to interpose yourself and your special training between such vile entities and their next intended victims. You do your utmost to destroy any such creature you encounter.

You shouldn't mistake devotion to your cause for reckless bravery. The society is not a large organization, and the number of sanctified minds, while growing, is still small. No one in the order receives kudos for needlessly risking his own life or the lives of his comrades by seeking petty glory. Only ultimate victory over the the use of psionics for evil is an achievement worthy of the society and its sanctified members.

Many of the special abilities of this prestige class are usable only in melee. Remaining alive and in one's own mind long enough to confront your foes can be a difficult task. Your own psionic abilities and class features give you the ability to fend off the attacks of evil psionics-using creatures until you are close enough to bring your cleansing strike and disrupting blow abilities into play.

Advancement

Depending on the class or classes you had levels in before taking levels as a sanctified mind, advancing in this prestige class is not without cost. A fighter or other martial character loses the opportunity to pick up bonus feats and other combat-related special abilities. While a sanctified mind is a potent melee opponent against psionics-users, your repertoire is limited against most other creatures.

For those who are disinclined to strictly pursue levels in the prestige class, multiclass options exist. If you want to gain several feats quickly, a few levels of fighter or psychic warrior nicely round out the melee capabilities of a sanctified mind. For those willing to abide with little or no mundane armor, levels of sorcerer or even monk complement your sanctified mind levels well. If you would prefer to keep wearing armor, cleric levels improve your Will save and impart spellcasting ability. Levels of psion likewise enable you to wear armor, provided you have proficiency with it, while also enabling you to advance your manifesting ability.

Resources

While the sanctified minds are still officially sanctioned by the church of St. Cuthbert, the church's hierarchy has withdrawn much of its support since Albaric became commandant. Fortunately for the order, government bodies recognize the value of having a society ward house nearby. Many cities and nations waive taxes on the order and even help it pay some of its maintenance costs (property rental or taxation, foodstuff, gear, weapons, minor magic items, and so on).

The society asks that members tithe some of the earnings from their adventures back to the society, but under Albaric, such tithing is strictly voluntary. Most members contribute ten percent to twenty percent of their income anyway, either from habit, in gratitude and recognition for the training they receive, or for both reasons.

SANCTIFIED MINDS IN THE WORLD

The society does its best to maintain open channels of communication to local and regional governments, and has its own network of scouts and spies. Of particular concern to the group is news of any incursions from underground. Evil psionics-using creatures seem to favor the dark places beneath the earth, and any hint of illithid or aboleth activity brings a society member or ally to investigate further. If circumstances warrant and a ward house is nearby, the order dispatches a group containing at least one sanctified mind to determine the extent of the incursion and eliminate the threat themselves if possible. In cases where the full resources of the society cannot be brought to bear, agents invite or even hire independent adventuring groups to take up the matter.

Organization

The society's activities revolve around its ward houses. These places contain sanctuaries, barracks, training grounds, and recruitment offices for the order. While most ward houses are found in heavily populated areas, some exist on the frontiers or in the wildlands, near underground entrances or mountain cave systems where psionic creatures are likely to lair.

All members of the Society of the Sanctified Mind are welcome to live within the ward house, which is often a converted military barracks, fortified temple, or other defensible site. Some ward houses lie within religious complexes dedicated to St. Cuthbert, although both Albaric and some among the church's hierarchy would like to see that situation change. All society members share equally in the tasks of maintaining the ward house, such as kitchen duty, garrison and patrol, or facility maintenance and repair, based on individual background and skill.

As the order itself is led by a commandant, so is each ward house. A small number of adjutants aids the commandant. Below them come the sanctified minds; all members of this class technically outrank all nonmembers of the class, but Albaric considers this arrangement unfair and has begun striving to phase out that rule. The ward house commandant is often, although not always, the highest-level sanctified mind (especially since Albaric became the order's overall commandant) or occasionally the highest-level cleric of St. Cuthbert attached to that ward house. Other members of the society are given respect and rank based on their experience level.

NPC Reactions

In the past, the society was viewed in much the same light as the church that supported it. If you admired or respected St. Cuthbert and his teachings, you got along well with the society. This, too, has changed recently.

Albaric's distancing of the order from the church has helped to broaden its support. Viewed as less rigidly confined to military tradition and a strict code of law, the society now enjoys backing from neutral good and chaotic good races and governments. More groups have begun to view the order in a positive light since members of more races and classes were permitted to join the Society of the Sanctified Mind. Some still feel the society is too narrowly focused; its operations and personnel would better serve civilization if its members weren't so obsessed with such a rare, though admittedly despicable, group of creatures as evil psionics-users.

Given this devotion, the group has occasionally, and with hesitation, worked with other foes of the mind flayers: the githzerai. The society admires the zeal with which the githzerai seek out and destroy the illithids. However, the evil nature of the githyanki prevents the order from making the same sorts of alliances with that race, which sanctified minds seek to destroy as much as any other evil psionics-using race. Information about the Society of the Sanctified Mind has even made its way to Limbo, and some nonevil githzerai have become very interested in a group that loathes their two most hated enemies as much as they do. Word has recently reached Albaric's ears that a handful of githzerai have applied for membership in the society, and that at least one hopes to begin sanctified mind training soon.

The Society of the Sanctified Mind is not large, but it is not a secret society. As noted above, Albaric's changes have increased the order's public profile. The commandant hopes that this results in broader backing, more members, and a higher level of consciousness among the public regarding the threat posed by evil psionics-using creatures.

There are no known instances of evil psionics-users directly attacking order members to assassinate them, nor of outright assaults on society ward houses. Members of the society remain aware of the possibility of such actions. They remain vigilant to any attempts evil psionics-using creatures might make to insinuate a spy or other informant into a ward house.

SANCTIFIED MIND LORE

Characters who succeed on a Knowledge (dungeoneering) check can learn the following information, including the information from lower DCs.

DC 10: "The church of St. Cuthbert sponsors an order known as the Society of the Sanctified Mind that fights evil psions and psionics-using creatures."

DC 15: "The society's leadership has recently changed, and the new commandant welcomes all heroes of brave heart and strong mind to join the battle against evil psionics-using creatures."

DC 20: "The society gives special training to its elite members. These members take the name of the group when their training begins."

DC 25: "Sanctified minds specialize in melee combat with psionics-using creatures, using unique and powerful abilities to protect themselves and kill the creatures up close."

DC 30: This level of success rewards the character with campaign-specific details and information, to be determined by the DM.

SANCTIFIED MINDS IN THE GAME

In campaigns in which psionics or psionics-using creatures play a significant or even a major role, incorporating the Society of the Sanctified Mind into your game makes sense. Even if the PCs do not become sanctified minds or join the society itself, the order always welcomes stalwart, reliable heroes as allies. The society is small and has limited resources; hiring a worthy band of adventurers to explore a set of caverns or investigate rumors of mass abductions allows the group's members to remain focused on their crusade. The society can also provide gear, minor magic items, and healing and other restorative magic to parties in need.

Adaptation

In your campaign, the society's present level of affiliation with the church of St. Cuthbert remains open. Your game's Albaric might sever all ties completely (alienating society members in doing so), or he might have become a convert during his years with Sir Jeremy. It's recommended, in any case, that Albaric's reforms allowing more diverse membership in the order and among the ranks of the sanctified mind class should stand. In this way, the group and the class are more appealing to players and their PCs.

If you do not use the core game's pantheon, replace St. Cuthbert with any lawful good or good-inclined neutral deity that isn't afraid to bash a few heads. If you use the Forgotten Realms setting, deities as such Helm, Ilmater, the Red Knight, Torm, or Tyr are suitable replacements, depending on your tastes and those of your players. In the Eberron setting, the Church of the Silver Flame, the deities of the Sovereign Host, and even the Undying Court are suitable sponsors for the society. Good-aligned psion adherents of the Path of Light make particularly apt sanctified minds.

Encounters

Most encounters with society members occur under one of two sets of circumstances. In the first, the PC heroes enter a town or city that contains a society ward house, and they hear of it or meet a few of its members. The meeting might be coincidental, or one party might seek out the other for some reason. The characters might be after illithid- or aboleth-related information, or the society might wish to hire the party for a mission to seek out an evil psion or soulknife assassin.

The second set of circumstances involves the PCs meeting society members in the course of an adventure. Perhaps the society is investigating the same rumors or activities that brought the PCs to the area. Evil psionics-using creatures do not have to be involved; this lead could turn out to be false from the society's perspective. Will the society member help the PCs even if such creatures aren't involved? What if they are behind what's going on? Will the society member offer to commission the party to act in the society's name? Perhaps the PCs are fighting a psionics-using creature on their own and come across society members their foe has captured (not knowing them to be any different from other captives, at least at first). If they are rescued by the PCs, how much do the society members tell them, and do the adventurers believe them?

A sample sanctified mind appears in the description of the Society of the Sanctified Mind on page 219.

TOPAZ GUARDIAN

No evil that crawls on or below the face of the earth is the equal of our true and righteous wrath. Be resolute, be determined, be relentless in your pursuit of creatures that enslave or devour human beings. This is a war of extermination, and failure is unthinkable.

—Jasminder Aree, Grand Sunwarden

The Holy Order of the Supernal Topaz Defenders (or the Topaz Order, for short) is an organization of righteous knights, clerics, and champions united in the defense of humankind and its allies from the threat of unhuman monstrosities. While it opposes all intelligent races that prey on humanity, the order reserves its special hatred for creatures that use mind-affecting magic to dominate and enslave humans and other good-aligned humanoids.

Followers of Heironeous, members of the order comprise an elite band of warriors. Resolute crusaders, the topaz guardians are the elite initiates of the order. They boldly confront unhuman predators such as mind flayers, beholders, aboleths, and neogi, their spies and agents, and any beings allied with the monsters, seeking to exterminate the creatures at every opportunity. Other aberrations with similarly monstrous and evil schemes also have the enmity of the Topaz Order. If mind flayers or aboleths aren't close at hand, topaz guardians are more than willing to seek out and destroy the outposts of aboleths, beholders, tsochari, and like creatures.

The Topaz Order is so named because its emblem is a brilliant oval yellow topaz on a field of cobalt blue. The topaz symbolizes protection, resolve, and the sun, and is always used in the creation of the *topaz diadems* for which the order is renowned.

BECOMING A TOPAZ GUARDIAN

While the Topaz Order includes a number of good-aligned fighters, clerics, monks, and paladins, only a few of these stalwarts pursue the path of the topaz guardian. Most topaz guardians are paladins, monks, or fighter/clerics. A human paladin with a decent Intelligence score has the easiest time qualifying for the class.

An applicant must be a skillful warrior, strong of will, with keen perception, experience in underground exploration and movement, and the ability to shake off effects that would leave other characters stunned and unable to act. As with any combat-oriented character, he'll find that high Strength, Constitution, and Dexterity serve him well in this prestige class. In addition, he'll most likely want at least one exceptional mental characteristic: Intelligence for the skill points, Wisdom for perception and mental resistance, or Charisma to obtain the best benefit of divine grace (if he is a paladin).

Entry Requirements

Alignment: Any good.
Base Attack Bonus: +5.
Base Will Save: +3 OR divine grace class feature.
Skills: Knowledge (dungeoneering) 4 ranks, Sense Motive 4 ranks, Spot 2 ranks.
Feat: Quick Recovery†.
Special: Must be sponsored by an existing member and approved by a High Sunwarden of the order.
† New feat described on page 181.

CLASS FEATURES

All of the following are class features of the topaz guardian prestige class.

Spellcasting: At 2nd, 4th, and 5th levels, you gain new spells per day and an increase in caster level (and spells known, if applicable) as if you had also gained a level in a spellcasting class to which you belonged before adding the prestige class level. You do not, however, gain any other benefit a character of that class would have gained. If you had more than one spellcasting class before becoming a topaz guardian, you must decide to which class to add each level for the purpose of determining spells per day, caster level, and spells known.

Topaz Diadem: All topaz guardians are given a topaz diadem as a symbol of their devotion and a shield against their foes. The diadem is a sturdy headband of finely tooled leather, with a large yellow topaz set in its center. See the sidebar on this page for a description of the topaz diadem's effects.

At 3rd level, the sacred bonuses offered by the diadem increase to +2. At 5th level, the bonuses increase to +3.

Topaz diadems function only for members of the topaz guardian prestige class. If your diadem is lost or destroyed, you can obtain another one from the order at a cost of 6,000 gp and after a wait of twelve days.

Smite Aberration (Su): Beginning at 2nd level, you can attempt to smite an aberration once per day with one normal melee attack. You add your Charisma bonus (if any) to your attack roll and deal an extra 2 points of damage per topaz guardian class level. If you smite a creature that is not an

Table 9–9: The Topaz Guardian **Hit Die: d8**

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spellcasting
1st	+1	+2	+0	+2	Topaz diadem +1	—
2nd	+2	+3	+0	+3	Smite aberration 1/day	+1 level of existing spellcasting class
3rd	+3	+3	+1	+3	Topaz diadem +2, hard to hold	—
4th	+4	+4	+1	+4	Smite aberration 2/day	+1 level of existing spellcasting class
5th	+5	+4	+1	+4	Topaz diadem +3	+1 level of existing spellcasting class

Class Skills (2 + Int modifier per level): Climb, Concentration, Craft, Intimidate, Jump, Knowledge (dungeoneering), Knowledge (religion), Profession, Sense Motive, and Spot.

aberration, the smite has no effect, but the ability is still used up for the day.

At 4th level, you can attempt to smite aberrations twice per day.

Hard to Hold (Ex): Beginning at 3rd level, you learn how to wriggle free of the deadly tentacles that are so common among aberrations and other psionics-using creatures. You gain a bonus equal to your class level on all grapple checks to resist or escape from a grapple.

PLAYING A TOPAZ GUARDIAN

You are a courageous and honorable defender of your people. Compassion, piety, and love for your people have inspired you to dedicate yourself to the unending battle against the darkest and most terrible of foes. While other warriors facing such enemies become grim and cynical, your faith in the righteousness of your cause shields you from such disillusionment. You are fighting the good fight, and your certainty helps to anchor you against the foul darkness and mind-numbing horrors you must face.

While you embody the virtues of compassion and love for your fellows, you understand that your enemies—aboleths, mind flayers, and other unhuman monstrosities—are creatures of irredeemable evil, deserving of nothing but the swiftest and most thorough destruction you can deliver. You are an implacable foe, and when you confront your sworn enemies, you burn with a brilliant and righteous wrath that few can withstand. By your courage and dedication you hope to set an unforgettable example, so that your zeal might serve to ignite in others the will to combat evil.

Combat

You live for the opportunity to bring aberrations and other such abominations within reach of your sword or fists. Thanks to your training and your diadem, you can resist the insidious mental attacks of such monsters. Your superior combat skills provide you with an uncanny ability to oppose the hordes of minions employed by master aberrations.

While you possess no shortage of physical courage and zeal for your cause, you are not a witless thug. It's true that you are inclined to surprise your aberration foes by battering through their defenses with speed and determination, but you will not recklessly throw away your life if you can help it. The best weapon against an aberration outpost is a well-coordinated team of heroes with a variety of skills and strengths, not a solitary avenger whose only alternatives are to conquer or die. Therefore, you look for opportunities to strip away the advantages of your enemies by the clever use of your companions' magic and skills so you can face them as you were meant to: holy steel against writhing tentacles, righteous zeal versus unhuman evil.

Advancement

Qualifying for the topaz guardian prestige class requires forfeiting at least one feat that you are likely to miss. As you gain levels, you will probably want to catch up on the good combat feats you missed earlier. Weapon Focus and Improved Critical are quick ways to improve your combat ability. Power Attack and Cleave are also good choices. Don't overlook Improved Sunder; some creatures that attack with tentacles can be literally disarmed by a determined attack against their natural weapons.

If you want to multiclass while advancing as a topaz guardian, consider taking fighter levels. You want to gain a lot of feats quickly, and the fighter class is simply the best for that. A level or two of cleric is not bad, either, since it helps your Will save even more and gives you some spellcasting ability.

Resources

The Topaz Order is naturally strongest and most well established in lands that face serious aberration threats. The church of Heironeous does all it can to support the order in such places. In general, a topaz guardian can obtain healing (or other spellcasting services) from a cleric of Heironeous at 25% of the normal cost, and his companions can obtain healing at 75% the normal cost.

The church also goes to some trouble to provide topaz guardians with the magical firepower they need to fight their sworn enemies. A topaz guardian with a reputation for success can borrow specific items necessary for his expeditions. If the item is expended, the guardian is expected to compensate the church accordingly. The specific items available are left to the DM's discretion, but in general, an item or items totaling no more than 10% of the wealth guidelines given on Table 5–1 in the *Dungeon Master's Guide* is not unreasonable. For example, a 6th-level paladin/4th-level topaz guardian is a 10th-level character, so items up to 4,900 gp in value (10% of 49,000) could be borrowed. To borrow items, a topaz guardian must establish a good personal relationship with the locally presiding cleric of Heironeous, and he must possess a reputation for successful adventuring and personal integrity. Of course, it might take time to obtain unusual or specific items.

TOPAZ GUARDIANS IN THE WORLD

The Topaz Order remains constantly vigilant for signs of aberration incursions—specifically, aboleth raids, grell hunts, neogi slaving raids, and mind flayer attacks. Individual members of the order seek out adventuring companies going into aberration-held areas and ask them to bring back news of mind flayer sightings or similar threats. Order members also organize elite bands or companies (including adventurers) to raze aberration outposts and drive them back into the underground depths.

Organization

The Holy Order of the Supernal Topaz Defenders is divided into a number of relatively small chapters. Each chapter includes anywhere from five to twenty clerics, paladins, fighters, monks, and topaz guardians, all of whom share a chapter house or base of operations in a good-sized temple to Heironeous. The members of a chapter make an effort to assemble once a month to share news, install new members, and recognize notable achievements. It's not at all uncommon

for the chapter house to be virtually deserted at most other times. The order members have other duties and responsibilities scattered all over the region, and even those who don't have other duties are frequently engaged in efforts to ferret out the secret strongholds of their sworn enemies.

The order recognizes four ranks: Brother (or Sister), Guardian, Sunwarden, and High Sunwarden. Brothers and Sisters make up about two-thirds of the membership; these are the fighters, clerics, paladins, and others who have sworn allegiance to the Topaz Order, but who have not actually taken levels in the topaz guardian prestige class. Brothers and Sisters are the foot soldiers of the society, called upon to join companies attacking aberration strongholds, but otherwise left to their own devices.

Guardians have taken levels in the prestige class. They are champions, commanders, and agents who have no other duties in the church of Heironeous. The most experienced guardian in a chapter is appointed the chapter's Sunwarden, or leader. A Sunwarden is considered equal in rank to the high priest of a temple of Heironeous, but defers to the ranking cleric of the temple that hosts his chapter house. Sunwardens who lead chapters of more than twelve members, or who have been especially recognized by the head of the order, are referred to as High Sunwardens. The leader of the Topaz Order is Grand Sunwarden Jasminder Aree (LG female human paladin 7/topaz guardian 10), who governs the Hall of the Supernal Topaz, a fortified abbey located near Verbobonc.

Halvar Marth, a knight of the Topaz Order

NPC Reactions

The knights who serve in the Topaz Order form only one of the knightly orders, martial societies, and dedicated fellowships to be found in a typical human kingdom. Not many common folk know the specific cause or composition of the Topaz Order, and so commoners view topaz guardians in much the same way that they would view any temple-sworn knight or paladin in the service of Heironeous. Good-aligned people look upon topaz guardians as valorous defenders of the common good—a little overzealous or aristocratic to be really likable, perhaps, but admirable nonetheless. Evil-aligned creatures detest the crusading zeal of the order, and regard topaz guardians as self-righteous inquisitors who insist on making others adhere to their ridiculous standards of conduct and morality.

The topaz guardians get on well with the abolishers of the Circle of the True; members of the Circle hold a helpful attitude toward topaz guardians, even if they sometimes think that the guardians are a little too focused on master aberrations as opposed to the entire abominable class of monsters. Keepers of the Cerulean Sign are also friendly toward members of the Topaz Order. While they believe that the guardians have an overly simple notion about how to go about opposing the machinations of aberrations, the keepers certainly respect the topaz guardians' determination and zeal.

Naturally, any master aberration aware of the order's existence views its adherents in the worst possible light. Aboleths, mind flayers, and other such aberrations are without fail hostile to the topaz guardians and all who travel with them.

Illus. by M. Phillippi

THE TOPAZ DIADEM

All topaz guardians wear a magic headband known as a *topaz diadem*. A diadem confers a +1 sacred bonus to AC and a +1 sacred bonus on saving throws against attacks made by or effects created by evil creatures. It also blocks any attempt to possess the wearer or to exercise mental control over the wearer by means of enchantment (charm) or enchantment (compulsion) effects, as described in the spell *protection from evil*. (Some enchantment spells, such as *hold person*, do not require the caster to actively exercise mental control, and therefore still work against the wearer of a diadem.) Unlike the spell, a diadem offers no protection against summoned creatures.

Diadems are created for members of the Topaz Order, and function only for characters of the topaz guardian prestige class. As a wearer gains levels in the topaz guardian prestige class, his *topaz diadem* likewise grows more powerful; see the topaz guardian prestige class description.

Moderate abjuration; CL 9th; Craft Wondrous Item, *bless*, *magic circle against evil*, creator must be a member of the Topaz Order; Price 12,000 gp.

The Topaz Order is not particularly secretive, but it is not large either. All but the most isolated clerics of Heironeous know of the order, but only those clerics who happen to serve in towns near chapter houses of the order know where members can be found. Clerics of temples of Heironeous located in large cities (or large towns, if the region is subject to aberration activity) host chapters. Clerics of temples in large towns (or larger communities) can point inquirers toward likely locations for Topaz Order chapter houses, while clerics of temples in smaller towns must ask their fellows in larger or more centrally located shrines to find out where inquiries should be directed.

TOPAZ GUARDIAN LORE

The Topaz Order is closely affiliated with the church of Heironeous. Characters who succeed on a Knowledge (religion) check can learn the following information, including the information from lower DCs.

DC 10: "The church of Heironeous sponsors a knightly order known as the Topaz Order."

DC 15: "Knights of the Topaz Order are dedicated to fighting evil monsters such as mind flayers or aboleths. Members of the Topaz Order work to organize the defenses of humankind against these monsters, and they mount expeditions to go underground and burn out any outposts they find."

DC 20: "The elite champions of the Topaz Order are known as topaz guardians. Each one carries a special topaz diadem, a magic gem that protects him against evil magic. They're experts in fighting mind flayers and other aberrations."

DC 30: Characters who achieve this level of success learn important details about specific guardians, their exploits, and their enemies.

TOPAZ GUARDIANS IN THE GAME

The Topaz Order serves as an excellent patron or sponsor for adventuring parties fighting aberration threats. Even if none of the PCs belong to the order, farsighted members always look out for good-hearted and capable heroes who can be rallied against aberration incursions.

The topaz guardian prestige class appeals to players who like to roleplay virtuous and determined heroes, such as paladins or lawful good clerics or monks. Make sure you give the player the opportunity to be pious, dedicated, and courageous in the face of the foulest horror. The player of a topaz guardian doesn't want to deal with a quagmire of moral ambiguities and hard choices; he wants the opportunity for his character to confront evil and pound it into jelly with his bastard sword. Your adventures don't have to be simple-minded or absolutely lacking in shades of meaning—make sure you don't run too many adventures that force the PC to choose between evils or make it impossible for him to act courageously and confidently.

Adaptation

While the Topaz Order is presented as an arm of the temple of Heironeous here, there is no reason you couldn't make them followers of any lawful good deity. In the Forgotten Realms setting, the deities Tyr, Helm, or Torm serve as good patrons for the Holy Order of the Supernal Topaz Defenders. In the Eberron setting, the Church of the Silver Flame boasts the greatest number of topaz defenders, who are joined in their battles by adherents of Boldrei and Dol Arrah of the Sovereign Host.

Encounters

Topaz guardians are most commonly encountered as potential allies for the heroes, especially when the heroes are taking on mind flayers or other master aberrations. On occasion, topaz guardians might attempt to discourage adventurers from provoking aberrations that are too strong to be dealt with. For example, a topaz guardian might try to stop a party from unsealing a portal leading to a powerful mind flayer stronghold if he doesn't think he can defeat the mind flayer response.

A sample topaz guardian appears in the description of the Topaz Order on page 221.

MAGIC

While master aberrations have unique and deadly spells and magic items all their own, humanoids associated with aberrations—alienists, cultists, minions, spies, or dedicated hunters—also wield specialized magic in the service of or in opposition to the master aberrations. Aberration deities spawn horrible new cleric domains that some cultists make use of; both aberration spellcasters and aberration hunters create new spells of all sorts; and finally, aberrations know the secrets of many magic items, including various grafts and "improvements" that are sometimes inflicted on humanoids.

Spells marked with an asterisk (*) are found in this chapter.

BARD SPELLS

3rd-Level Bard Spell

Invoke the Cerulean Sign*: Aberrations become sickened, nauseated, dazed, or stunned.

5th-Level Bard Spell

Morality Undone*: Subject becomes evil.

CLERIC SPELLS

2nd-Level Cleric Spells

Darkbolt*: Deals 1d8 damage/2 levels and stuns 1 round.

Detect Aberration*: Detect the presence of aberrations.

3rd-Level Cleric Spell

Invoke the Cerulean Sign*: Aberrations become sickened, nauseated, dazed, or stunned.

4th-Level Cleric Spell

Damning Darkness*: Darkness deals either 2d6 or 1d6 damage per round.

5th-Level Cleric Spell

Morality Undone*: Subject becomes evil.

8th-Level Cleric Spells

Befoul*: Large amount of water becomes poisonous.

Brain Spider*: Eavesdrop on thoughts of up to eight other creatures.

9th-Level Cleric Spell

Despoil*: Kills plants, damages objects in 100-ft. radius/level.

CORRUPTION DOMAIN

Deities: Ghaunadaur, the Patient One.

Granted Power: Once per day, as a standard action, you can use corrupting touch by making a melee touch attack. Corrupting touch deals 1d6 points of damage per two levels and causes the target to become sickened for 1 round. Corrupting touch works only on living creatures.

Corruption Domain Spells

1 **Doom:** One subject takes –2 penalty on attacks, damage, saves, and checks.
2 **Blindness/Deafness:** Makes subject blind or deaf.
3 **Contagion:** Infects subject with chosen disease.
4 **Morality Undone***: Subject becomes evil.
5 **Feeblemind:** Subject's Int drops to 1.
6 **Pox***: One creature/level takes 1d4 Con drain.
7 **Insanity:** Subject suffers from continuous *confusion*.
8 **Befoul***: Large amount of water becomes poisonous.
9 **Despoil***: Kills plants, damages objects in 100-ft. radius/level.

FORCE DOMAIN

Deity: Tharizdun.

Granted Power: By manipulating cosmic forces of inertia and force, once per day you can reroll any damage roll (for a weapon, a spell, or an ability) and take the better of the two rolls. This granted power is considered a supernatural ability.

Force Domain Spells

1 **Mage Armor**[F]: Gives subject +4 armor bonus.
2 **Magic Missile:** 1d4+1 damage; +1 missile per two levels above 1st (max 5).
3 **Blast of Force***: Ray deals 1d6 damage/2 caster levels (max 5d6).
4 **Otiluke's Resilient Sphere**[M]: Force globe protects but traps one subject.
5 **Wall of Force**[M]: Wall is immune to damage.
6 **Repulsion:** Creatures can't approach you.
7 **Forcecage**[M]: Cube or cage of force imprisons all inside.
8 **Otiluke's Telekinetic Sphere**[M]: As *Otiluke's resilient sphere*, but you move sphere telekinetically.
9 **Bigby's Crushing Hand**[M]: Large hand provides cover, pushes, or crushes your foes.

HATRED DOMAIN

Deities: Ghaunadaur, the Great Mother.

Granted Power: Choose one opponent. Against that opponent you gain a +2 profane bonus on attack rolls, saving throws, and Armor Class for 1 minute. This supernatural ability is usable once per day as a free action.

Hatred Domain Spells

1 **Doom:** One subject takes –2 on attack rolls, damage rolls, saves, and checks.
2 **Scare:** Panics creatures of less than 6 HD.
3 **Bestow Curse:** Subject takes –6 penalty to an ability score; –4 penalty on attack rolls, saves and checks; or 50% chance of losing each action.
4 **Song of Discord:** Forces targets to attack each other.
5 **Righteous Might:** Your size increases, and you gain combat bonuses.
6 **Forbiddance**[M]: Blocks planar travel, damages creatures of different alignment.
7 **Blasphemy:** Kills, paralyzes, weakens, or dazes nonevil subjects.
8 **Antipathy:** Object or location affected by spell repels certain creatures.
9 **Wail of the Banshee:** Kills one creature/level.

A cleric of Tharizdun calls upon the power of the Madness domain

MADNESS DOMAIN

Deities: Erythnul, Mak Thuum Ngatha, Tharizdun, Vecna.

Granted Power: You are slowly going insane. Subtract 1 from all Wisdom-based skill checks (such as Listen checks) and all Will saves. Once per day, you can act with the clarity of true madness. Add half your level to a single Wisdom-based skill check or Will save. Choose to use this power before the roll is made.

Illus. by M. Corie

Madness Domain Spells

1 **Confusion, Lesser:** One creature acts randomly for 1 round.
2 **Touch of Madness:** Dazes one creature for 1 round/level.
3 **Rage:** Subject gains +2 to Str and Con, +1 on Will saves, –2 to AC.
4 **Confusion:** Makes subject behave oddly for 1 round/level.
5 **Bolts of Bedevilment*:** One ray/round, dazes 1d3 rounds.
6 **Phantasmal Killer:** Fearsome illusion kills one creature or deals 3d6 damage.
7 **Insanity:** Subject suffers from continuous *confusion*.
8 **Maddening Scream*:** Subject has –4 AC, no shield, Reflex save on 20 only.
9 **Weird:** As *phantasmal killer*, but affects all within 30 feet.

MIND DOMAIN

Deities: Boccob, Ilsensine, Olidammara, Wee Jas.

Granted Power: You gain a +2 bonus on Bluff, Diplomacy, and Sense Motive checks.

Mind Domain Spells

1 **Comprehend Languages:** Understand all spoken and written languages.
2 **Detect Thoughts:** Allows "listening" to surface thoughts.
3 **Lesser Telepathic Bond:** Link with subject within 30 ft. for 10 min./level.
4 **Discern Lies:** Reveals deliberate falsehoods.
5 **Rary's Telepathic Bond:** Lets all allies communicate.
6 **Probe Thoughts*:** Read subject's memories, one question/round.
7 **Brain Spider*:** Eavesdrop on thoughts of up to eight other creatures.
8 **Mind Blank:** Subject is immune to mental/emotional magic and scrying.
9 **Weird:** As *phantasmal killer*, but affects all within 30 feet.

VILE DARKNESS DOMAIN

Deity: The Patient One.

Granted Power: You gain the Blind-fight feat.

Note: This domain description is a revision of the Darkness domain presented in *Book of Vile Darkness*.

Vile Darkness Domain Spells

1 **Darkvision:** See 60 ft. in total darkness.
2 **Darkbolt*:** Deals 1d8 damage/2 levels and stuns 1 round.
3 **Deeper Darkness:** Object sheds absolute darkness in a 60-ft. radius.
4 **Damning Darkness*:** Darkness deals either 2d6 or 1d6 damage per round.
5 **Evard's Black Tentacles:** 1d4+1/level tentacles grapple randomly within 15 ft.
6 **Wall of Force:** Wall manifests as an opaque black wall, is immune to damage.
7 **Shadow Walk:** Step into shadow to travel rapidly.
8 **Utterdark*:** 100-ft./level radius of darkness that evil creatures can see through.
9 **Screen:** Illusion hides area from vision, scrying.

DRUID SPELLS

2nd-Level Druid Spells

Detect Aberration*: Detect the presence of aberrations.
Invoke the Cerulean Sign*: Aberrations become sickened, nauseated, dazed, or stunned.

3rd-Level Druid Spell

Nature's Purity*: Ray deals 2d6 force damage to undead and 5d6 to aberrations.

6th-Level Druid Spell

Pox*: One creature/level takes 1d4 Con drain.

PALADIN SPELL

3rd-Level Paladin Spell

Invoke the Cerulean Sign*: Aberrations become sickened, nauseated, dazed, or stunned.

RANGER SPELL

2nd-Level Ranger Spell

Invoke the Cerulean Sign*: Aberrations become sickened, nauseated, dazed, or stunned.

SORCERER/WIZARD SPELLS

2nd-Level Sorcerer/Wizard Spells

Div **Detect Aberration*:** Detect the presence of aberrations.
Evoc **Darkbolt*:** Deals 1d8 damage/2 levels and stuns 1 round.

3rd-Level Sorcerer/Wizard Spells

Evoc **Invoke the Cerulean Sign*:** Aberrations become sickened, nauseated, dazed, or stunned.
Trans **Arms of Plenty*:** Grow two additional arms.
Undulant Innards*: Gain immunity to extra damage from critical hits and sneak attacks.

4th-Level Sorcerer/Wizard Spell

Evoc **Damning Darkness*:** Darkness deals either 2d6 or 1d6 damage per round.

6th-Level Sorcerer/Wizard Spell

Div **Probe Thoughts*:** Read subject's memories, one question/round.

9th-Level Sorcerer/Wizard Spells

Conj **Utterdark*:** 100-ft./level radius of darkness that evil creatures can see through.
Evoc **Invoke Magic*:** Momentarily negate antimagic effects.

SPELLS

While several of the master aberrations develop their own arcane spells, many of these are divine spells associated with the various domains of aberration deities. Some are found only in the hands of hateful humanoid cultists, while others are potent weapons against aberrations.

ARMS OF PLENTY

Transmutation
Level: Sorcerer/wizard 3
Components: V, S, M
Casting Time: 1 standard action
Range: Touch
Target: One creature
Duration: 1 round/level
Saving Throw: None
Spell Resistance: No

Two clawed arms grow out of the subject's body. The arms are roughly humanoid, but are either scaly or furred and end in sharp talons. The spell transforms any clothing or armor worn by the creature to accommodate these additional arms; when the duration ends the creature's clothing and armor return to normal.

The arms grant the subject two primary claw attacks. A hit from one of the claws deals slashing damage equal to 1d6 points (1d4 if Small) plus the creature's Strength modifier. The claws cannot be used to wield weapons or manipulate objects. Since the claws are primary attacks, you can attack with them in addition to making your weapon attacks without penalty. The claws count as magic weapons for the purpose of overcoming damage reduction. If both claw attacks hit the same target, the arms can rend the target for extra damage equal to 2d6 points plus 1-1/2 times the subject's Strength modifier.

Multiple castings of *arms of plenty* on a creature do not stack; the duration simply resets.

Material Component: A xill's claw.

BEFOUL

Transmutation [Evil]
Level: Cleric 8, Corruption 8
Components: V, S, M
Casting Time: 1 minute
Range: Touch
Area: Water in a volume of 100 ft./level by 100 ft./level by 10 ft./level (S)
Duration: Permanent; see text
Saving Throw: None; see text
Spell Resistance: No

The caster makes water (or other liquid) foul and mildly poisonous. All creatures with 1 Hit Die or less that are in the water at the time of the casting die immediately. Anyone drinking this water must succeed on a Fortitude saving throw or take 1d4 points of Constitution damage. Any creature with 2 or more Hit Dice immersed in this water must make a saving throw as if drinking it.

If the caster affects only part of a larger body of water, the befouled water mixes with the pure water. If the entire body of water is no more than four times the size of the affected area, all the water in the body of water is befouled 24 hours later, but the damage from drinking or swimming in the water is only 1d2 points of Constitution damage. If the body of water is more than four times the affected area but less than twenty times the affected area, after 24 hours all of the water tastes foul but has no damaging effect. If the entire body is larger than twenty times the affected area, fouled water mixes with the clean water and loses all effect after 24 hours.

Material Components: A dead fish and a drop of poison.

BLAST OF FORCE

Evocation [Force]
Level: Force 3
Components: V, S
Casting Time: 1 standard action
Range: Medium (100 ft. + 10 ft./level)
Effect: Ray
Duration: Instantaneous
Saving Throw: Fortitude partial; see text
Spell Resistance: Yes

You direct an invisible blast of force at a chosen target. The blast is a ranged touch attack that deals 1d6 points of damage per two caster levels (maximum 5d6). In addition, a successful hit forces the target to make a Fortitude save or be knocked down (size and stability modifiers apply to the saving throw as if the spell were a bull rush).

BOLTS OF BEDEVILMENT

Enchantment [Mind-Affecting]
Level: Madness 5
Components: V, S
Casting Time: 1 standard action
Range: Medium (100 ft. + 10 ft./level)
Effect: Ray
Duration: 1 round/level
Saving Throw: Will negates
Spell Resistance: Yes

This spell grants you the ability to make one ray attack per round. The ray dazes one living creature, clouding its mind so that it takes no action for 1d3 rounds. The creature is not stunned (so attackers get no special advantage against it), but it can't move, cast spells, use mental abilities, and so on.

BRAIN SPIDER

Divination [Mind-Affecting]
Level: Cleric 8, Mind 7
Components: V, S, M, DF
Casting Time: 1 round
Range: Long (400 ft. + 40 ft./level)

Targets: Up to eight living creatures within range
Duration: 1 minute/level
Saving Throw: Will negates
Spell Resistance: Yes

This spell allows you to eavesdrop as a standard action on the thoughts of up to eight other creatures at once, hearing as desired:

- The ceaseless chaos representing images of surface thoughts.
- Individual trains of thought in whatever order you desire.
- Information from all minds about one particular topic, thing, or being, one nugget of information per caster level.
- A study of the thoughts and memories of one creature of the group in detail.

Once per round, if you do not perform a detailed study of one creature's mind, you can attempt (as a standard action) to implant a *suggestion* in the mind of any one of the affected creatures. The creature can make another Will saving throw to resist the *suggestion*, using the save DC of the *brain spider*. (Creatures with special resistance to enchantment spells can use this resistance to keep from being affected by the *suggestion*.) Success on this saving throw does not negate the other effects of the *brain spider* for that creature.

You can affect all intelligent beings of your choice within range (up to the limit of eight), beginning with known or named beings. Language is not a barrier, and you need not personally know the beings—you can choose, for instance, "the nearest eight guards who must be in that chamber there." The spell cannot reach those who make a successful Will save.

Material Component: A spider of any size or kind. It can be dead, but it must still have all eight legs.

DAMNING DARKNESS

Evocation [Darkness, Evil]
Level: Cleric 4, sorcerer/wizard 4, Vile Darkness 4
Components: V, M/DF
Casting Time: 1 action
Range: Touch
Target: Object touched
Duration: 10 minutes/level (D)
Saving Throw: None
Spell Resistance: See below

This spell is similar to *darkness*, except that those within the area of darkness also take unholy damage. Creatures of good alignment take 2d6 points of damage per round in the darkness, and creatures neither good nor evil take 1d6 points of damage. As with the *darkness* spell, the area of the darkness is a 20-foot radius, and the object that serves as the spell's target can be shrouded to block the darkness (and thus the damaging effect).

Damning darkness counters or dispels any light spell of equal or lower level.

Spell resistance applies to the damage dealt by this spell but not to the darkness area.

Arcane Material Component: A dollop of pitch with a tiny needle hidden inside it.

DARKBOLT

Evocation [Darkness, Evil]
Level: Cleric 2, sorcerer/wizard 2, Vile Darkness 2
Components: V, S
Casting Time: 1 action
Range: Close (25 ft. + 5 ft./2 levels)
Target: One creature
Duration: Instantaneous
Saving Throw: Fortitude partial
Spell Resistance: Yes

The caster makes a ranged touch attack against a foe, launching a bolt of cold darkness from his left hand. The bolt deals 1d8 points of damage per two caster levels (maximum 5d8). Half the damage is cold, and the other has no specific type. When struck, the foe must also succeed on a Fortitude save or be stunned for 1 round, overwhelmed by the evil charge of the *darkbolt*.

DESPOIL

Transmutation [Evil]
Level: Cleric 9, Corruption 9
Components: V, S, M
Casting Time: 1 minute
Range: Touch
Area: 100 ft./level radius
Duration: Instantaneous
Saving Throw: Fortitude partial (plants) or Fortitude negates (other living creatures)
Spell Resistance: Yes

The caster blights and corrupts a vast area of land. Plants with 1 Hit Die or less shrivel and die, and the ground cannot support such plant life ever again. Plants with more than 1 Hit Die must succeed on a Fortitude saving throw or die. Even those successful on their saves take 5d6 points of damage. All living creatures in the area other than plants (and the caster) must succeed on a Fortitude saving throw or take 1d4 points of Strength damage.

Unattended objects, including structural features such as walls and doors, grow brittle and lose 1 point of hardness (to a minimum of 0), then take 1d6 points of damage (this damage bypasses any remaining hardness).

Only the effects of multiple *wish* or *miracle* spells can undo the lasting effect of this spell.

Material Component: Corpse of a freshly dead or preserved living creature.

DETECT ABERRATION

Divination
Level: Cleric 2, druid 2, sorcerer/wizard 2
Components: V, S
Casting Time: 1 standard action

Range: 60 ft.
Area: Quarter circle emanating from the character to the extreme of the range
Duration: Concentration, up to 1 minute/level (D)
Saving Throw: None
Spell Resistance: No

You can detect the presence of all aberrations in the area. The amount of information revealed depends on how long you study a particular area or subject:

1st Round: Presence or absence of aberrant life.

2nd Round: Number of different aberrant auras and the strength of the strongest aura. If you detect overwhelming aberrant power with this spell, and the Hit Dice or level of the aura's source is at least twice your character level, you are stunned for 1 round and the spell ends.

3rd Round: The strength and location of each aura.

Aura Power: An aberrant aura's power depends on the type of creature you're detecting and its Hit Dice; see the accompanying table. If an aura falls into more than one power category, the spell indicates the stronger of the two. A humanoid with the Aberration Blood feat detects as Faint even if it has more than 3 Hit Dice.

Hit Dice	Strength
1–3 or lower	Faint
4–7	Moderate
8–13	Strong
14 or higher	Overwhelming

Length Aura Lingers: How long the aura lingers depends on its original strength:

Aura Strength	Duration
Faint	1d6 minutes
Moderate	1d6 10 minutes
Strong	1d6 hours
Overwhelming	1d6 days

Each round, the character can turn to detect aberrant auras in a new area. The spell can penetrate barriers, but 1 foot of stone, 1 inch of common metal, a thin sheet of lead, or 3 feet of wood or dirt blocks it.

INVOKE THE CERULEAN SIGN

Evocation
Level: Bard 3, cleric 3, druid 2, paladin 3, ranger 2, sorcerer/wizard 3
Components: S
Casting Time: 1 standard action
Range: 30 ft.
Area: Multiple aberrations whose combined total Hit Dice do not exceed twice caster level in a spread emanating from the character to the extreme of the range
Duration: Instantaneous
Saving Throw: Fortitude negates
Spell Resistance: No

The *cerulean sign* is an ancient symbol said to embody the purity of the natural world, and as such it is anathema to aberrations.

A cleric invokes the cerulean sign in combat against a chuul

Illus. by S. Belledin

While druids and rangers are the classes most often known to cast this ancient spell, its magic is nearly universal and can be mastered by all spellcasting classes.

When you cast this spell, you trace the *cerulean sign* in the air with a hand, leaving a glowing blue rune in the air for a brief moment before it flashes and fills the area of effect with a pulse of cerulean light. Any aberration within the area must make a Fortitude saving throw or suffer the following ill effects. Closer aberrations are affected first.

Aberration Hit Dice	Effect
Up to caster level +10	None
Up to caster level +5	Sickened
Up to caster level	Nauseated
Up to caster level –5	Dazed
Up to caster level –10	Stunned

Each effect lasts for 1 round.

None: The aberration suffers no ill effect, even if it fails the saving throw.

Sickened: The aberration takes a –2 penalty on attack rolls, saving throws, skill checks, and ability checks for 1 round.

Nauseated: The aberration cannot attack, cast spells, concentrate on spells, or do anything but take a single move action for 1 round.

Dazed: The aberration can take no actions, but has no penalty to its Armor Class, for 1 round.

Stunned: The aberration drops everything held, can't take actions, takes a –2 penalty to AC, and loses its Dexterity bonus to AC (if any) for 1 round.

Once a creature recovers from an effect, it moves up one level on the table. Thus, a creature that is stunned by this spell is dazed the round after that, nauseated the round after that, sickened the round after that, and then recovers fully the next round.

INVOKE MAGIC

Evocation
Level: Sorcerer/wizard 9
Components: V, S, M
Casting Time: 1 swift action
Range: Personal
Target: You
Duration: 1 round

You cause a flicker of magic to momentarily exist in a place where magic cannot normally function, such as within the area of an *antimagic field*, a dead magic area, or a null-magic plane. This allows you the ability to cast a single spell of 4th level or lower, which then ends the spell's effect.

Casting *invoke magic* is a swift action, like casting a quickened spell. You can perform only one swift action each round. Normally, you cast *invoke magic* and then immediately follow it by casting another spell as a standard action.

Material Component: A diamond worth at least 1,000 gp.

MADDENING SCREAM

Enchantment (Compulsion) [Mind-Affecting]
Level: Madness 8
Components: V
Casting Time: 1 standard action
Range: Touch
Target: Living creature touched
Duration: 1d4+1 rounds
Saving Throw: None
Spell Resistance: Yes

The subject cannot keep himself from screaming, gibbering, and leaping about as though completely mad. This spell makes it impossible for the victim to do anything other than race about caterwauling. The spell gives the subject a –4 penalty to Armor Class, makes Reflex saving throws impossible except on a roll of 20, and makes it impossible to use a shield.

MORALITY UNDONE

Enchantment [Evil, Mind-Affecting]
Level: Bard 5, cleric 5, Corruption 4
Components: V, S, M/DF
Casting Time: 1 action
Range: Close (25 ft. + 5 ft./2 levels)
Target: One nonevil creature
Duration: 10 minutes/level
Saving Throw: Will negates
Spell Resistance: Yes

The caster turns one creature evil. The chaotic/neutral/lawful component of the subject's alignment is unchanged. The subject retains whatever outlook, allegiances, and relationships it had before, as long as they do not conflict with the new alignment. Otherwise, it acts with its new selfish, bloodthirsty, and cruel outlook on all things.

For example, a wizard might not immediately turn on her fighter companion for no apparent reason, particularly in the middle of a combat when they're fighting on the same side. But she might allow her friend to be hurt or killed if her friend is carrying something valuable she could recover later, or she might use spells to control or deceive her friend to get what she wants. She might even eventually decide to betray or attack her friend if there is some potential gain involved.

Arcane Material Component: A powdered holy symbol.

NATURE'S PURITY

Evocation
Level: Druid 3
Components: V, S
Casting Time: 1 standard action
Range: Medium (100 ft. + 10 ft./level)
Effect: One or more rays
Duration: Instantaneous
Saving Throw: None
Spell Resistance: Yes

A shimmering green beam of light springs forth from your outstretched hand. You can direct this ray at any target in range. If you hit the target, the ray deals 1d6 points of force damage.

Against undead and constructs, the ray deals 2d8 points of force damage.

Against aberrations, the ray deals 5d6 points of force damage and threatens a critical hit on a roll of 19–20. An aberration slain by this damage is immediately transformed into pungent-smelling inert plant matter.

You can generate one additional ray for every four levels above 5th (to a maximum of four rays at 17th level). The rays can be fired at the same or different targets, but all rays must be aimed at targets within 30 feet of each other and fired simultaneously.

POX

Necromancy [Evil]
Level: Corruption 6, druid 6
Components: V, S, DF
Casting Time: 1 action
Range: Close (25 ft. + 5 ft./2 levels)
Targets: Up to one living creature/level, no two of which can be more than 10 ft. apart
Duration: Instantaneous
Saving Throw: Fortitude negates
Spell Resistance: Yes

The affected creatures take 1d4 points of Constitution drain. Their skin breaks out in lesions and takes on a pale yellow pallor.

PROBE THOUGHTS

Divination [Mind-Affecting]
Level: Mind 6, sorcerer/wizard 6
Components: V, S
Casting Time: 1 minute
Range: Close (25 ft. + 5 ft./2 levels)
Target: One living creature
Duration: Concentration
Saving Throw: Will negates; see text
Spell Resistance: Yes

All the subject's memories and knowledge are accessible to you, ranging from memories deep below the surface to those still easily called to mind. You can learn the answer to one question per round, to the best of the subject's knowledge. You can also probe a sleeping subject, though the subject can make a Will save against the DC of the *probe thoughts* spell to wake after each question. Subjects who do not wish to be probed can attempt to move beyond the power's range, unless somehow hindered. You pose the questions telepathically, and the answers to those questions are imparted directly to your mind. You and the target do not need to speak the same language, although less intelligent creatures might yield up only appropriate visual images in answer to your questions.

TOUCH OF MADNESS

Enchantment [Mind-Affecting]
Level: Madness 2
Components: V, S
Casting Time: 1 standard action
Range: Touch
Target: Creature touched
Duration: 1 round/level
Saving Throw: Will negates
Spell Resistance: Yes

You can daze one living creature by making a successful touch attack. If the target creature does not make a successful Will save, its mind is clouded and it takes no action for 1 round per caster level. A dazed creature is not stunned (so attackers get no special advantage against it), but it can't move, cast spells, use mental abilities, and so on.

UNDULANT INNARDS

Transmutation
Level: Sorcerer/wizard 3
Components: V, S
Casting Time: 1 standard action
Range: Close (25 ft. + 5 ft./2 levels)
Target: One creature
Duration: 1 round/level
Saving Throw: None
Spell Resistance: No

This spell causes a powerful transformation in the target creature. Outwardly, the target doesn't appear any different. On the inside, the creature's internal organs constantly seethe and slither about, and actively avoid being struck at by weapons. For the duration of the spell, the target is immune to extra damage from critical hits and sneak attacks. Additionally, the target takes minimum possible damage from falls and gains a +4 enhancement bonus on all saving throws against poison, disease, and paralysis.

UTTERDARK

Conjuration (Creation) [Evil]
Level: Sorcerer/wizard 9, Vile Darkness 8
Components: V, S, M/DF
Casting Time: 3 rounds
Range: Close (25 ft. + 5 ft./2 levels)
Area: 100-ft./level radius spread
Duration: 1 hour/level
Saving Throw: None
Spell Resistance: No

Utterdark spreads outward from you, creating an area of cold, cloying magical darkness. This darkness is similar to that created by the *deeper darkness* spell, but it cannot be dispelled by magical light (although a *light* spell or similar effect of equal or higher level can temporarily suppress the *utterdark* where their areas overlap, restoring normal illumination to the affected area for as long as the *light* spell or effect lasts).

Furthermore, evil-aligned creatures can see in this darkness as if it were simply a dimly lighted area.

Arcane Material Component: A black stick, 6 inches long, with humanoid blood smeared upon it.

MAGIC ITEMS

Naturally, aberrations carefully guard the secrets of creating grafts and other unique items.

Amulet of Inviolate Form: This mystic amulet is set with seven red garnets. Whenever the wearer is subjected to a spell or effect that would significantly change her bodily form or composition, she can expend one charge to negate the transformation. She must decide whether to use the charge before she attempts a saving throw. Effects that the amulet protects against include polymorph, petrification, gaseous form, and transformative attacks such as the touch of an aboleth's tentacle or a chaos beast. The amulet has 7 charges, one for each garnet; the garnets turn dull black as charges are expended.

Moderate abjuration; CL 9th; Craft Wondrous Item, *break enchantment*; Price 11,000 gp.

Chuulface Mask: This chitinous mask merges with its wearer's flesh when worn, but can be removed easily as a full-round action. As long as the mask is worn, the wearer's lower face becomes transformed into a mass of long red tentacles within a chitinous mandible. His upper face is a smooth shell with tiny beady eyes. The user can still speak (albeit in a sloshing, gurgling voice), but any spell with a verbal component has a 10% spell failure chance.

As long as it is worn, the wearer can breathe water and has darkvision out to 60 feet. If the user manages to establish a grapple on a creature, he can make a touch attack with the tentacles of the mask once per round as a free action. A creature struck by these tentacles must make a DC 19 Fortitude saving throw or be paralyzed for 6 rounds.

Moderate transmutation; CL 7th; Craft Wondrous Item, *darkvision*, *hold monster*, *water breathing*; Price 65,000 gp; Weight 1 lb.

The Codex Anathema: This infamous book was written by the wizard Iphegor of the Ebon Mirror. It has been copied on rare occasions since. It records terrible knowledge of distant times, alien worlds, and various aberrations. If anyone reads this book (a minimum of 48 hours over at least six days), she gains an inherent bonus of +2 to her Intelligence score, but loses 2 points from her Wisdom score. In addition, she gains 5 ranks of Knowledge (dungeoneering), 2 ranks of Knowledge (arcana), and 2 ranks of Knowledge (the planes). Once the book is read, the magic disappears from its pages and it becomes a normal book—still filled with disturbing and frightful images, but no longer capable of granting its reader any bonuses or penalties.

Strong divination; CL 17th; Craft Wondrous Item, *foresight*, *vision*, creator must have read another *Codex Anathema* (magical or discharged); Price 37,500 gp; Weight 5 lb.

Dust of Negation: This fine purple powder comes in a folded paper packet. When cast into the air, the dust creates a cloud of faint violet sparkles in a 10-foot spread from the point of origin. This cloud functions as an *antimagic field*, negating all magic effects within the area. The cloud persists for 2 minutes (or 2 rounds in windy conditions).

Moderate abjuration; CL 11th; Craft Wondrous Item, *antimagic field*; Price 3,300 gp.

Ring of Lightning Flashes: Made from interwoven bands of copper and electrum, a *ring of lightning flashes* offers a unique defense against monsters that grapple, engulf, swallow, or otherwise get entirely too close to the wearer. As a purely mental standard action, the wearer can cause the ring to emit a powerful blast of lightning that deals 5d6 points of electricity damage (Reflex DC 13 half) to all other creatures within 5 feet. Any creature that is currently in physical contact with the ring's wearer (grappling, engulfing, and so forth) receives no saving throw against the blast. The ring's wearer can invoke the lightning flash even when grappled, swallowed, engulfed, or paralyzed. A *ring of lightning flashes* is usable three times per day.

Faint evocation; CL 5th; Forge Ring, *lightning bolt*; Price 11,250 gp.

Jozan wields a rod of freedom

Illus. by M. Cotie

Rod of Freedom: A potent weapon against monsters that charm or enslave other creatures, a *rod of freedom* is the equivalent of a *+3 silver heavy mace*. It has three special powers.

First, the user can choose to deal nonlethal damage with no penalty on her attack rolls. (She must decide before she makes the attack roll if she will deal lethal or nonlethal damage.)

Second, any time she uses the rod to strike a creature that is under a charm or compulsion effect, she makes a special caster level check (1d20+9) to dispel the effect (DC 11 + caster level of the effect). A *rod of freedom* can be used five times per day.

Third, as long as the *rod of freedom* is in her hand, the user gains a +4 morale bonus on saving throws against charm or compulsion effects.

Moderate evocation; CL 9th; Craft Rod, *break enchantment*; Price 53,000 gp; Weight 6 lb.

GRAFTS

Aberrations, more than other creatures, are naturally drawn to the practice of grafting new body parts to living creatures. Some aberrations do so to enhance their own strengths or shore up their weaknesses, while others focus on thralls and slaves gathered from "lesser" races and use grafts as ways to "improve" their minions. Aboleths, beholders, and illithids are well known practitioners of these arts, and numerous examples of grafts developed by these races can be found in *Fiend Folio.* This section presents several more grafts developed by these races, along with those used by other aberrations such as avolakias (*Monster Manual II* page 28), ethergaunts (*Fiend Folio* page 64), silthilars, and even creatures from the Far Realm such as the kaorti.

Grafts have no statistics of their own. A graft might enhance some ability or characteristic of the creature it's attached to, or it might grant the creature some new ability.

The effects of grafts are extraordinary abilities, meaning that they do not fail to function in an *antimagic field* or similar area. However, they must be created much like magic items are. The creation process includes the act of applying the graft to the creature it is meant for. A character with the Graft Flesh feat (see the sidebar) can create and apply grafts. The creator must be in a quiet and comfortable setting, most commonly an alchemical laboratory but in some cases an evil temple or similar locale. He needs a supply of materials, which involves taking flesh from another creature of the appropriate kind. The cost for the materials is subsumed in the cost of creating the graft. Creating a graft costs half the given market price.

If spells are included in the prerequisites for making the graft, the creator must have prepared the spells to be cast, must know the spells (in the case of a sorcerer or bard), or must have access to spell-like abilities that duplicate the spells. The creator need not provide any material components or focuses the spells require, nor are any XP costs inherent in a prerequisite spell incurred in the creation of the graft. The act of working on the graft expends the spells from the creator's currently prepared spells, just as if they had been cast.

Even if magic was used in its creation, a graft does not radiate magic once completed, it does not count against a creature's limit for magic items worn, it does not have a caster level, and it is very difficult, if not impossible, to salvage as treasure. It does count against the treasure value of the creature with the graft, which means that creatures with grafts are still appropriate challenges for their normal CR, but they have reduced treasure.

A troll with an aboleth graft

Aboleth Grafts

Aboleths typically apply grafts to creatures that they have already transformed with their mucus, or to creatures that they have created, such as skum. An aboleth graft applied to any other creature dries up and withers over the course of 1d4+1 days, falling off at the end of this period. At this point, a *regenerate* spell is required to restore the original body part, or a new graft can be applied.

Amphibious Skin: This invasive graft can only be applied to a creature with the aquatic subtype. It replaces the grafted creature's skin entirely with a thick membrane. The grafted creature gains the amphibious special quality, allowing it to breathe both air and water.

Graft Flesh (aboleth), creator must be an aboleth; Price 30,000 gp.

Inksac: An inksac is normally placed inside a creature's abdomen; a vent protrudes just beyond the surface of the creature's skin above each hip. Once per minute as a free action, the creature can emit a cloud of jet-black ink in a spread with a radius of twice the creature's natural reach. This cloud provides concealment to all creatures in the area. Even creatures that can normally see in such conditions (such as with darkvision or low-light vision) are affected by concealment when in a cloud of ink. Only a *daylight* spell (or a higher-level light spell) can allow creatures in the area to see. The ink cloud does not form unless the creature is in water; on land it just spews out as a big inky mess.

Graft Flesh (aboleth), creator must be an aboleth; Price 9,000 gp.

Mucus Projector: This graft consists of a large, fleshy sac with a tubelike extension. It is typically grafted onto a creature's back so the tube can extend up over a shoulder. A creature with a mucus projector can activate it once every 1d4 rounds as a standard action. When activated, it contracts violently and sprays a thin stream of aboleth mucus out of the tube. The creature must make a ranged touch attack to strike its intended target, which must be within 30 feet. On a hit, the target must succeed on a Fortitude save (DC 10 + 1/2 grafted creature's HD + grafted creature's Con modifier) or begin to transform as if struck by an aboleth's slime (see page 8 of the *Monster Manual*). A mucus projector works equally well on the surface or underwater.

Graft Flesh (aboleth), creator must be an aboleth; Price 36,000 gp.

Waterjet: This long, thin tube is normally grafted onto a creature's back. The grafted creature can use this graft once per minute while swimming to double its normal swim speed for 1 round.

Graft Flesh (aboleth), creator must be an aboleth; Price 2,500 gp.

Illus. by D. Crabapple

Illithid Grafts

Illithids use grafts on their thralls to make them more useful in combat against the mind flayers' enemies, or to make them more efficient at whatever menial task they are best suited for. Illithid grafts weaken the will of the individual they are grafted onto; a creature with an illithid graft has a –4 penalty on Will saves against mind-affecting spells and abilities, and psionic powers.

Burrowing Claws: This graft replaces both of the recipient's hands with thick-fingered claws tipped with iron-hard ridges. The recipient gains a –4 penalty on Disable Device, Open Lock, and Sleight of Hand checks, but gains a burrow speed of 20 feet. The creature can even burrow through solid stone or any other material with hardness of no more than 8. The claws allow the creature to deal lethal damage with its unarmed strikes. Illithids gift thralls with these grafts when they need to expand a cavern's size or dig new tunnels through the stony ground.

Graft Flesh (illithid), creator must be an illithid; Price 30,000 gp.

Darksight Eyes: These pale, pupilless eyes are similar in appearance to the eyes of an illithid. The graft recipient gains darkvision out to 60 feet. Illithids graft these eyes into favored thralls that can more easily accomplish their jobs in the lightless underground if they can see.

Graft Flesh (illithid), creator must be an illithid; Price 24,000 gp.

Mind Blast Relay: This strange graft is implanted into the depths of the grafted creature's brain. The graft gives the creature complete immunity to *mind blasts*. Further, any mind flayer within 60 feet of a creature with a mind blast relay graft can automatically detect the graft when it uses telepathy on that creature. A mind flayer can then choose to relay its *mind blast* attack into that creature by activating its own *mind blast*. Once the *mind blast* is relayed, the mind flayer can choose to either allow the *mind blast* to manifest (in which case it does so in a 20-foot-radius blast centered on the grafted creature) or to relay it to a new creature with a mind blast relay within 20 feet of the current creature. A mind flayer can continue to relay its *mind blast* as a free action again and again until it gets to the mind blast relay it desires, at which point the creature allows it to manifest. Each time a *mind blast* is relayed, the DC to save against its effect is reduced by 2. A mind flayer must maintain line of sight to each creature in the chain of mind blast relays, but otherwise the only practical limit to the usefulness of this graft is the number of relays available and the original save DC of the illithid's *mind blast*.

Graft Flesh (illithid), creator must be an illithid; Price 50,000 gp.

Silthilar Grafts

Although they once used these grafts on themselves to great success, the silthilars' current incarnation as hivemind swarms makes it impossible for them to continue the practice. Yet the silthilar are loath to give up the skills and tradition. Silthilar have taken to providing these grafts to paying customers. They have also been known to provide grafts to allies or friends who perform services for them.

Silthilar grafts function only when applied to a living corporeal creature; applied to any other creature, they rot away over the course of 2d4 days.

Chitin Plating: This graft consists of numerous interlocking chitin plates grafted onto the creature's skin. These plates are tough, yet flexible, and grant the recipient a natural armor bonus ranging from +1 to +5. This natural armor bonus does not stack with any other natural armor bonus the creature might possess as a virtue of his race, but it does stack with enhancement bonuses to natural armor granted by magic such as *barkskin* or an *amulet of natural armor*.

Graft Flesh (silthilar); Price 4,000 gp (+1), 16,000 gp (+2), 36,000 gp (+3), 64,000 gp (+4), 100,000 gp (+5).

Flexible Spine: This invasive graft replaces the creature's spine, including the spinal cord, with a much more flexible and efficient set of nerves and vertebrae. The graft grants a +4 racial bonus on initiative checks, Balance checks, Escape Artist checks, and Tumble checks.

Graft Flesh (silthilar), *regenerate*; Price 91,000 gp.

Extended Legs: This graft extends the creature's legs, making it taller and faster. The creature's height increases by 5%, but this does not increase the creature's size category. The creature's base land speed increases by 5 feet.

Graft Flesh (silthilar), *longstrider*; Price 91,000 gp.

Healing Blood: This unique graft consists of a total transfusion of blood. The creature's original blood supply is drained completely and replaced with a similar fluid that grants the grafted creature fast healing 2.

Graft Flesh (silthilar), *regenerate*; Price 182,000 gp.

Rudimentary Eyespots: This graft consists of several patches of light-sensitive skin placed on the back of the grafted creature's neck and the back of each hand. These patches improve the grafted creature's vision, granting it a +4 bonus on Spot checks. In addition, the creature can no longer be flanked.

Graft Flesh (silthilar), *regenerate*; Price 60,000 gp.

GRAFT FLESH [ITEM CREATION]

You can apply a certain type of graft to other living creatures or to yourself.

Prerequisite: Heal 10 ranks.

Benefit: Choose a type of graft: aboleth, illithid, or silthilar. You must be an aboleth to choose aboleth grafts. You must be an illithid to choose illithid grafts. There are no additional requirements for choosing silthilar grafts. Other races aside from these three can create grafts; see the *Fiend Folio* for beholder, fiendish, undead, and yuan-ti grafts.

You can create grafts of your chosen type and apply them to other creatures or to yourself. Creating a graft takes one day for each 1,000 gp in its price. To create a graft, you must spend 1/25 of the graft's price in XP and use up raw materials costing half this price.

Silthilar Bones: This graft transforms and augments the creature's skeletal structure, making it stronger. The grafted bones improve the creature's Constitution score by 2 points.

Graft Flesh (silthilar), *bear's endurance*; Price 110,000 gp.

Silthilar Heart: This complex graft adds several augmentations to the grafted creature's heart and cardiovascular system. If the grafted creature drops below 1 hit point but not below –10 hit points, the graft immediately generates a pulse of magic healing that cures 4d8+20 points of damage. A silthilar heart can generate this healing only once every 24 hours.

Graft Flesh (silthilar), *cure serious wounds*, *contingency*; Price 91,000 gp.

Silthilar Muscles: This graft transforms and augments the creature's existing muscles. The grafted muscles improve the creature's Strength score by 2 points.

Graft Flesh (silthilar), *bull's strength*; Price 110,000 gp.

Silthilar Tendons: This graft replaces the creature's tendons, making the creature more adroit and coordinated. The grafted tendons improve the creature's Dexterity score by 2 points.

Graft Flesh (silthilar), *cat's grace*; Price 110,000 gp.

DEFENDERS OF HUMANITY

Armed with superior intellects, ancient lore, abominable magic, and terrifying physical capabilities, master aberrations seem undefeatable. Fortunately for all humans (and other good-hearted folk), brave and resolute heroes choose to interpose themselves between the civilizations of humankind and the creeping threat from the darkness. Some of these heroes are independent agents, freelancers, and crusaders who serve no master but their own conscience. Others serve as foot soldiers for holy orders or secret societies determined to oppose the aberration threat.

While several organizations are described here, these are not the only orders devoted to fighting aberrations. Any organization of good-aligned creatures naturally battles against any aberration scheme that threatens the world around them. For example, the church of Heironeous might host the Topaz Order, but clerics and warriors sworn to the service of Pelor, Kord, or Obad-Hai gladly take up arms against creatures such as beholders and mind flayers at any opportunity.

CIRCLE OF THE TRUE

The path taken by the abolisher (see page 182) is one born of deep personal tragedy and rage. The abolisher's hatred of aberrations fuels her specialized powers, yet it also leaves her with profound loneliness and alienation. Partially to combat these feelings and partially to pool their resources, abolishers maintain a fairly close-knit community among themselves. The Circle of the True is an organization composed of those who would see nature triumph over the aberrant, and many of their members are abolishers.

Unlike organizations that train their members in a specialized form of combat or magic use, the Circle of the True prefers to let its members find their own way into becoming abolishers. Only by proving one's hatred of aberrant life by devoting oneself to this prestige class can a character earn an invitation into the Circle. New abolishers are contacted by a member of the Circle before they reach 2nd or 3rd level as an abolisher, and the offer is almost always the same: Join the Circle and find both companionship and support. There are no entry fees or other requirements.

A character who wishes to contact the Order of the True without having demonstrated amply how she opposes aberrations finds that doing so is difficult. She must find a location where abolishers are known to live, and then make a DC 25 Gather Information check. If the PC has publicly demonstrated her opposition to aberrant life, she receives a +4 circumstance bonus on the check. If the PC or one of her allies or cohorts is an aberration, give her a +10 bonus on the check, but any abolishers who contact her have an initial attitude of hostile.

Sample Member

Aurah Lirilian became an abolisher after she survived a savage attack on her small coastal hometown by a band of skum led by an aboleth. Aurah fell victim to the aboleth's slime before the creature was driven off by the efforts of a band of mercenaries that fortunately happened to be in town. Unfortunately, the majority of the rest of the town perished in the raid, including both of Aurah's parents and her two brothers. Horrified at the transformation the aboleth's slime had inflicted on her and distraught at the loss of her family, Aurah fled up the coast. She lived in a small sea cave for several years, growing closer to nature despite her apparently incurable skin condition. It wasn't until she witnessed a pair of chuuls orchestrate the wreck of a small merchant ship on a reef near her cave that her anger took focus. She came to the rescue of the ship and single-handedly used her magic to slaughter the two chuuls; the owners of the ship were so grateful that they paid for the *heal* spell that restored her skin. Word of Aurah's aid spread quickly, and before long she was recruited into the Circle of the True.

Aurah is a typically grim abolisher who has founded a coastal branch of the Circle of the True near the ruins of her hometown. She takes a particular interest in coastal-dwelling aberrations, although she might recruit any PC abolisher who comes to her attention.

Aurah Lirilian: Female human druid 9/abolisher 6; CR 15; Medium humanoid; HD 15d8+15; hp 103; Init +0; Spd 30 ft.; AC 21, touch 11, flat-footed 21; Base Atk +10; Grp +9; Atk +10 melee (1d6–1/18–20, adamantine scimitar); Full Atk +10/+5 melee (1d6–1/18–20, adamantine scimitar); SA crystals of nature's rage, favored enemy (aberrations +4), pierce aberrant defense +2; SQ animal companion (hawk), animal companion benefits, immunity to poison, resist nature's lure, trackless step, wild empathy +13 (+9 magical beasts), wild shape 5/day (Tiny through Large), winds of nature's grace, woodland stride; AL NG; SV Fort +9, Ref +5, Will +16; Str 8, Dex 10, Con 13, Int 12, Wis 20, Cha 14.

Skills and Feats: Concentration +19, Handle Animal +14, Intimidate +14, Knowledge (dungeoneering) +7, Knowledge (nature) +17, Spot +11, Survival +14 (+16 underground or in aboveground natural environments), Swim +11 (+1 when wearing armor); Aberration Banemagic†, Dodge, Improved Critical (bite), Natural Spell, Quicken Spell, Track, Weapon Focus (bite).

† New feat described on page 178.

Languages: Common, Druidic, Undercommon.

Crystals of Nature's Wrath (*Su*): Aurah's wild shape natural attacks are enhanced with jagged crystals. An aberration struck by Aurah's natural weapons must make a DC 18 Fortitude save or become sickened. An aberration that makes its saving throw is immune to this effect for the duration of that wild shape.

Favored Enemy (*Ex*): Aurah gains a +4 bonus on her Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against aberrations. She gains the same bonus on weapon damage rolls.

Pierce Aberrant Defense (*Ex*): Aurah has a +2 bonus on caster level checks made to overcome an aberration's spell resistance.

Animal Companion (*Ex*): Aurah has a hawk named Whitecap as an animal companion. The creature's statistics are provided below.

Animal Companion Benefits (*Ex*): Aurah gains special benefits from having an animal companion.

Link (Ex): Aurah can handle Whitecap as a free action. She also gains a +4 circumstance bonus on all wild empathy checks and Handle Animal checks made regarding her hawk.

Share Spells (Ex): Aurah can have any spell she casts on herself also affect her animal companion if the latter is within 5 feet at the time. The druid can also cast a spell with a target of "You" on her animal companion.

Resist Nature's Lure (*Ex*): Aurah gains a +4 bonus on saving throws against the spell-like abilities of fey.

Trackless Step (*Ex*): Aurah leaves no trail in natural surroundings and cannot be tracked.

Wild Shape (*Su*): Aurah can change into a Tiny to Large animal and back again, as per the *polymorph* spell. This ability lasts for 15 hours or until she changes back.

Winds of Nature's Grace (*Ex*): Aurah has a +1 bonus on all saving throws made against attacks from aberrations. The bonus increases to +2 when she uses wild shape to assume the form of an animal.

Woodland Stride (*Ex*): Aurah can move through natural thorns, briars, overgrown areas, and similar terrain at her normal speed and without damage or other impairment. However, thorns, briars, and overgrown areas that are magically manipulated to impede motion still affect her.

Druid Spells Prepared (caster level 13th): 0—*cure minor wounds* (2), *detect magic*, *guidance*, *mending*, *purify food and drink*; 1st—*cure light wounds* (2), *jump*, *obscuring mist*, *produce flame*, *speak with animals* (2); 2nd—*barkskin*, *bull's strength*, *detect aberration*†, *gust of wind*, *lesser restoration* (2); 3rd—*cure moderate wounds* (2), *greater magic fang*, *nature's purity*†, *water breathing*; 4th—*air walk*, *control water*, *cure serious wounds*, *flame blade* (aberration bane), *freedom of movement*; 5th—*animal growth*, *cure light wounds* (quickened), *nature's purity*† (aberration bane), *transmute rock to mud*; 6th—*greater dispel magic*, *flame strike* (aberration bane; DC 21); 7th—*sunbeam* (DC 22).

† New spells described earlier in this chapter.

Possessions: +2 wild dragonhide full plate, adamantine scimitar, *dusty rose ioun stone* (+1 AC), *incandescent blue ioun stone* (+2 Wisdom), *wand of nature's purity* (9th, 33 charges), scroll of *heal*, scroll of *word of recall*.

Whitecap: Hawk animal companion; CR —; Tiny magical beast; HD 11d8 plus 3; hp 52; Init +3; Spd 10 ft., fly 60 ft. (average); AC 29, touch 17, flat-footed 24; Base Atk +8; Grp +0; Atk or Full Atk +17 melee (1d4, talons); Space/Reach 2-1/2 ft./0 ft.; SA —; SQ bonus tricks, devotion, improved evasion, low-light vision; SV Fort +9, Ref +14, Will +5; Str 11, Dex 24, Con 10, Int 2, Wis 14, Cha 6.

Skills and Feats: Listen +4, Spot +26; Alertness, Great Fortitude, Multiattack[B], Toughness, Weapon Finesse.

Bonus Tricks: Attack, Come, Defend, Guard, Heel, Seek.

Devotion (*Ex*): Whitecap gains a +4 morale bonus on Will saves against enchantment spells and effects.

Improved Evasion (*Ex*): If Whitecap is exposed to any effect that normally allows it to attempt a Reflex saving throw for half damage, it takes no damage with a successful saving throw and half damage if the saving throw fails.

DARKRUNNER GUILD

To many, the subterranean reaches might seem an infinite maze of chambers and corridors impossible to navigate. Yet one organization has made a tidy profit doing just that. The Darkrunner Guild consists of those who explore, chart, and discover the hidden secrets of the world below.

The guild is represented to some degree in almost all sizable underground settlements, and even in a few of the larger surface cities. Most of their members have at least a few levels in the darkrunner prestige class, although this isn't required to become a member. The reverse is not quite as true; the few darkrunners who don't belong to the guild are almost always rogues who live as mercenaries or nomads. It's best to avoid confrontations with guildless darkrunners, since they tend to be insane at best and remorseless brigands at worst. Only the aberrant underground races eschew the valuable skills and lore possessed by the guild, often to their disadvantage.

Membership in the guild has several advantages. A guild member is virtually guaranteed a safe place to rest in any large subterranean city; the guild has safe houses—even in normally inhospitable drow and duergar settlements—that welcome members of all races. Likewise, guild houses typically have several spellcasters living on site, their services offered at a 75% discount to members. Members of the guild can also sell and buy magic items at better costs; typically 10% over or under list price. Of course, membership isn't free. A member of the Darkrunner Guild is expected to stay on top of the

monthly dues, which operate on a sliding scale. Entrance dues are 500 gp per character level, and yearly dues thereafter drop to 100 gp per character level. Levels of the darkrunner prestige class do not count when determining how much you owe. Of course, the guild won't accept just anyone into its ranks. Typically, an applicant needs to have at least 5 ranks in Knowledge (dungeoneering) and at least 7 ranks in Survival before she is considered for membership.

Members of the guild hire themselves out as spies, explorers, or underground guides. Prices vary from region to region and according to the danger of the job, but typically a member can expect to be paid no less than 5 gp per character level (darkrunner levels count double) per day.

Sample Member

Jasper Ringlerock only just recently joined the Darkrunner Guild after proving his worth by sneaking through a large nest of cloakers to map a particularly tangled warren of caverns located below a haunted grell outpost. Jasper is eager to build on his reputation in the guild before news of this accomplishment is eclipsed by some new stunt by another darkrunner. As a result, he might be a bit too exuberant and daring in his tactics. A party that hires him is guaranteed to get more than they bargained for when Jasper tries to lead them on a shortcut through the basements of a mind flayer outpost or a "long-abandoned" deep dragon lair.

Jasper is a cheerful halfling who has yet to really encounter actual failure or defeat. He knows that most of his past successes are thanks mostly to luck, but he figures that he can handle whatever his good luck can't.

Jasper Ringlerock: Male halfling ranger 7/darkrunner 1; CR 8; Small humanoid; HD 7d8+14 plus 1d6+2; hp 54; Init +4; Spd 20 ft.; AC 19, touch 14, flat-footed 15; Base Atk +7; Grp +4; Atk +10 melee (1d6+2/19–20, *+1 longsword*) or +13 ranged (1d6/ 3, masterwork longbow); Full Atk +8/+3 melee (1d6+2/19–20, *+1 longsword*) and +8/+3 melee (1d4/19–20, masterwork shortsword), or +13/+8 ranged (1d6/ 3, masterwork longbow); SA favored enemy (aberrations +4, magical beasts +2); SQ animal companion (Medium viper), animal companion benefits, darkvision 10 ft., direction sense, spelunking, wild empathy +7 (+3 magical beasts), woodland stride; AL CG; SV Fort +10, Ref +10, Will +4 (+6 against fear); Str 12, Dex 18, Con 14, Int 8, Wis 12, Cha 10.

Skills and Feats: Climb +10, Hide +23, Jump –1, Knowledge (dungeoneering) +4, Listen +10, Move Silently +13, Search +4, Speak Language (Undercommon), Spot +15, Survival +8 (+2 following tracks or underground), Swim +0; Aberration Blood† (sticky fingers), Alertness, Endurance, Improved Two-Weapon Fighting, Inhuman Blood†, Track, Two-Weapon Fighting.

† New feats described earlier in this chapter.

Languages: Common, Halfling, Undercommon.

Favored Enemy (Ex): Jasper gains a +4 bonus on his Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against aberrations. He gains the same bonus on weapon damage rolls.

Against magical beasts, he gains a +2 bonus on these skill checks and on weapon damage rolls.

Animal Companion (Ex): Jasper has a Medium viper named Goldeye as an animal companion. The creature's statistics are provided below.

Animal Companion Benefits (Ex): Jasper gains special benefits from having an animal companion.

Link (Ex): Jasper can handle Goldeye as a free action. He also gains a +4 circumstance bonus on all wild empathy checks and Handle Animal checks made regarding his snake.

Share Spells (Ex): Jasper can have any spell he casts on himself also affect his animal companion if the latter is within 5 feet at the time. He can also cast a spell with a target of "You" on his animal companion.

Direction Sense (Ex): Jasper can study a single underground location he is in and designate that as his directional focus. From that point on, he can *find the path* (as the spell) to the shortest, most direct route to his directional focus while he is within 5 miles of the designated spot.

Spelunking (Ex): Jasper gains a +1 competence bonus on Climb, Escape Artist, Jump, Survival, and Swim checks underground. He is treated as a Tiny creature for the purpose of squeezing into narrow tunnels or confined areas.

Woodland Stride (Ex): Jasper can move through natural thorns, briars, overgrown areas, and similar terrain at his normal speed and without damage or other impairment. However, thorns, briars, and overgrown areas that are magically manipulated to impede motion still affect him.

Ranger Spells Prepared (caster level 3rd): 1st—*longstrider, resist energy.*

Possessions: +1 mithral chain shirt, +1 longsword, cloak of elvenkind, darkrunner emblem, masterwork shortsword, masterwork longbow with 30 arrows, locket with *continual flame* cast on the inside of the clasp, mapping kit, 7 days of food and water.

Goldeye: Medium viper; CR —; Medium magical beast; HD 4d8+3; hp 21; Init +4; Spd 20 ft., climb 20 ft., swim 20 ft.; AC 19, touch 14, flat-footed 15; Base Atk +3; Grp +2; Atk or Full Atk +7 melee (1d4–1 plus poison, bite); SA poison; SQ evasion, low-light vision, scent; AL N; SV Fort +4, Ref +8, Will +2; Str 9, Dex 18, Con 11, Int 1, Wis 12, Cha 2.

Skills and Feats: Balance +12, Climb +12, Hide +13, Listen +6, Spot +6, Swim +7; Toughness, Weapon Finesse.

Evasion (Ex): If Goldeye is exposed to any effect that normally allows it to attempt a Reflex save for half damage, it takes no damage with a successful saving throw.

Poison (Ex): Injury, Fortitude DC 12, initial and secondary damage 1d6 Con.

SOCIETY OF THE SANCTIFIED MIND

This group's members dedicate themselves to combating the machinations of evil psionics-using creatures wherever they can be found.

The society considers its mission a crusade to rid the world of evil psionics-users, or at the very least to minimize their

influence. The order was run until recently by its founder, Sir Jeremy Costineux, a high-level cleric of St. Cuthbert. Although his aged body is now too frail to lead his knights in battle, Sir Jeremy's mind remains as sharp as ever.

The society was born thirty years ago when a group of mind flayers that lived under the mountains near Sir Jeremy's small home village attacked the town in a "brain raid." Every living man, woman, and child that was not killed by the illithids or their mind-controlled thralls was captured and taken deep underground.

Jeremy (his knighthood would come later) was already a devoted adventuring cleric in service to St. Cuthbert. The journeys he and his compatriots took to vanquish evil and chaos led them far from home. The attack on his home village occurred while Jeremy and his allies were hundreds of miles away, helping a druid named Melisé and her small band of elf followers repel the attacks of a band of bugbears, ogres, and trolls. It wasn't until months after the raid that Jeremy returned to the abandoned ruins of what had been his home.

It didn't take him and his comrades long to determine that illithids were behind the attack, and the party headed underground to rescue any villagers who remained alive and heap bloody revenge upon the tentacled heads of the mind flayers.

The illithids had learned much about Jeremy and his allies from reading (and digesting) the minds of his family and friends, and thus they were prepared when Jeremy came looking for them. After they sprang their trap, Jeremy was the only member of the party to survive and escape back to the surface. He was aided by Albaric, a dwarf fighter/rogue the mind flayers had recently captured while snooping around the edges of the mind flayers' subterranean home.

The pair returned to civilization, reported the events that had occurred to the government, and then returned to the region, reinforced with powerful allies. They destroyed the nest of flayers, but Jeremy remained unsatisfied. He'd lost almost everyone close to him to the illithids, and he vowed to do all in his power to spare others that same torment. He also had the foresight to realize that mind flayers were not the only threat to surface civilization. He knew that any group of psionics-using creatures with a penchant for enslaving weak minds could have eliminated his home just as quickly, and he broadened his focus to include all creatures that used psionics to further their dark and evil goals. The allies Jeremy and Albaric brought with them pledged to join his crusade. When the group returned to the capital, the authorities officially sanctioned the society, made Jeremy a knight in service to his country, and appointed him commandant. Albaric took his place as Sir Jeremy's adjutant.

Sir Jeremy ran the society along militaristic lines, taking his inspiration from the knightly order of St. Cuthbert in ages past. This policy attracted a certain type of adventurer to the society in its early years: Lawful fighters, paladins, clerics, and monks made up most of the group's ranks. This strict adherence to doctrine and tradition served the group well, as it suffered as many setbacks as victories early on.

It was only later that, upon Albaric's insistence, Sir Jeremy made the society less formal, more open, and less closely aligned with his own church hierarchy. In the time since, bards, druids, rangers, sorcerers, and wizards, as well as members of the psionic classes, have joined the society in greater numbers. This diversity of talent and viewpoints strengthens the group in its ongoing crusade.

Feeling that the society needed a strong battlefield commander to succeed, Sir Jeremy recently resigned his post and named Albaric as his replacement.

Albaric hopes to expand the ranks of the society even further by offering the order's special training in combating psionics-using creatures to all members of the group, not just to the humans, as was Sir Jeremy's practice. He has also promoted younger members of the society, especially those undergoing the order's special training, to new positions of responsibility in the field and in the society's ward houses.

SAMPLE MEMBER

Korrath grew up in one of St. Cuthbert's martyrs' orphanages, never having known his parents or what caused their deaths. As he aged, his piety, strength, and willpower came to be noticed by the church officials, and he was approached by members of the society. At the time, he wished merely to serve his deity in valorous battle, not waste his time studying such rare, esoteric, and, possibly mythical foes. Korrath chose his path and excelled at it, becoming a hero of the church. Perhaps the adulation that he earned led to overconfidence, but an event a few years ago brought Korrath's path back toward the society.

Korrath and his allies were pursing a band of what they thought were drow slavers. Instead, they unknowingly followed a party of mind flayers, their thralls, and the captives they had recently gained in a brain raid. Korrath led the charge to free the prisoners once the heroes caught up with the large party, only to discover, to his horror, that the illithids were now trying to kill him. Korrath fought like a true warrior of St. Cuthbert; his fury was such that no illithid could lay a tentacle on him—but his martial prowess didn't protect him from the illithids' psionic powers. Through circumstances he claims to be unable to recall, Korrath fell under the mind flayers' mental domination and turned on his allies, attacking them while protecting the mind flayers. In one brief moment of clarity, he hesitated in his assault. His oldest friend, a paladin named Illyria, didn't notice the flicker of cognizance in his eyes and struck Korrath down.

When he regained consciousness, Korrath discovered that Illyria had dragged him clear of the battle and healed the most grievous of his wounds. What else she might have planned, Korrath can never know, for he found her body not far off. Her skull was torn open like a burst melon and her brain was gone, food for one of the mind flayers. Korrath found no evidence that any other of his comrades survived the battle, but he did not find their bodies as he had Illyria's.

Left with little choice and less hope, Korrath returned to the temple his party used as its base and asked to speak with Albaric

about joining the society and receiving its special training. Since being accepted into its ranks, his previous experience and newfound devotion to eliminating evil psionics-using creatures (especially mind flayers) everywhere have brought him success. In fact, Albaric recently promoted Korrath to the rank of adjutant of the society's ward house in a major city.

Korrath: Male human fighter 4/psion (egoist) 1/sanctified mind 4; CR 9; Medium humanoid; HD 4d10+8 plus 1d4+2 plus 4d8+8; hp 65; Init –1; Spd 20 ft.; AC 21, touch 9, flat-footed 21; Base Atk +8; Grp +12; Atk +14 melee (1d8+7/19–20, *+1 cold iron longsword*) or +12 ranged (1d8/19–20, masterwork light crossbow); Full Atk +14/+9 melee (1d8+7/19–20, *+1 cold iron longsword*) or +12 ranged (1d8/19–20, masterwork light crossbow); SA cleansing strike, disrupting blow 1/day; SQ hard to hold, partition mind; AL LG; SV Fort +10, Ref +1, Will +8; Str 18, Dex 8, Con 14, Int 14, Wis 12, Cha 10.

Skills and Feats: Climb +2, Concentration +14 (+18 manifesting defensively), Intimidate +2, Jump +2, Knowledge (dungeoneering) +8, Knowledge (psionics)* +4, Ride +3, Sense Motive +5, Spot +11; Aligned Attack (good)*, Cleave[B], Combat Manifestation*, Iron Will, Power Attack[B], Psionic Weapon*[B], Stand Still*, Weapon Focus (longsword), Weapon Specialization (longsword)[B].

*Skill or feat described in *Expanded Psionics Handbook*.

Languages: Common, Undercommon, Goblin.

Cleansing Strike (Su): Korrath can expend his psionic focus to smite a psionics-using creature with one melee attack (including melee touch attacks). He gains a +1 bonus on his attack roll and deals an extra 4d6 points of damage. If he smites a creature that is not a psionics-user, the cleansing strike has no effect, but the ability is still used up for the day.

Disrupting Blow (Su): Once per day, Korrath can attempt a disrupting blow against a psionics-using creature. If he hits, the creature must succeed on a DC 15 Fortitude save or lose access to its psionic abilities for 1d4 rounds.

Hard to Hold (Ex): Korrath gains a +4 bonus on all grapple checks when attempting to resist or escape from a grapple.

Partition Mind (Su): As an immediate action, Korrath can choose to partition his mind in response to a mind-affecting spell or ability. While his mind is partitioned, Korrath is *slowed* instead of suffering the normal effect of the attack. He can keep his mind partitioned for 4 rounds per day.

Psion Powers Known (21 power points, manifester level 4th): 1st—*defensive precognition, detect psionics, empty mind, energy ray, thicken skin;* 2nd—*animal affinity, psionic levitate.*

Possessions: +1 full plate, +1 heavy steel shield, +1 cold iron longsword, dagger, light crossbow with 20 bolts, *gauntlets of ogre power, 3 potions of cure light wounds, potion of cat's grace.*

THE TOPAZ ORDER

A militant order of crusading clerics, fighters, paladins, and monks in the service of Heironeous, the Holy Order of the Supernal Topaz Defenders stands as a dedicated shield protecting humankind from the depredations of aberrant master races and other monstrosities. The topaz guardians are warriors who pit their virtue and determination against the mind-poisoning horrors of aberrant monsters, trusting that holy steel and divine blessing can overcome alien magic and crawling death.

Vigilance is the watchword of the Topaz Order. Members of the order are free to pursue their own individual duties and interests, but wherever they go, they keep a sharp eye out for evidence of aberrant incursions. They speak with adventurers who

A paladin undergoes the ceremony to gain membership in the Topaz Order

Illus. by M. Phillippi

report encountering monsters such as mind flayers, they search out rumored outposts and lairs, and they investigate any signs of aberration predation—abductions, mysterious murders, important people behaving oddly, people reporting missing memories or frightening encounters with malevolent strangers. Should a topaz guardian encounter an aberration incursion, he sends word to the nearest temple of Heironeous to spread the alarm to all nearby chapters of the Topaz Order.

While the topaz guardians are expected to act independently, they share many common bonds. The order trains its chosen champions in specialized combat techniques effective against aberrations, and equips them with their signature device, the topaz diadem. Within the chapter house (or most temples of Heironeous, for that matter), a topaz guardian can find lodging, fellowship, and support for his lonely crusade.

Sample Member

Halvar Marth grew up on the border marches of the Gnarley Forest. As a simple woodsman and hunter, he might have stayed in his wilderness home for his entire life—but one awful night a neogi raid descended upon his homestead. The neogi and their umber hulk slaves carried off several of his kinfolk, and Halvar was nearly killed fighting the creatures. A couple of days after the raid, a knight of Heironeous named Ferrsta Breith appeared in the ruined settlement and organized a pursuit of the neogi. Halvar joined in, and under Ferrsta's leadership, they succeeded in slaying two of the monsters and rescuing several of the neogi's captives.

Ferrsta recognized Halvar's great potential, and when she left the tiny settlement, she took him along. She brought him to a temple of Heironeous, where Halvar took up the vows of a paladin-in-training. Halvar dedicated his life to the war against the neogi and other aberrations, and eventually earned an invitation to follow in Ferrsta's footsteps and join the Topaz Order.

Halvar is a warm and good-humored man who makes light of his grave duties. He views despair as a dangerous vulnerability, and works hard to keep hope in his heart even in desperate situations, as Ferrsta Breith taught him long ago. Halvar believes in the ability of ordinary people to meet great challenges, and he has already inspired several other young warriors to take up the diadem of the topaz guardian.

Halvar Marth: Male human ranger 1/paladin 4/topaz guardian 4; CR 9; Medium humanoid; HD 5d8+10 plus 4d10+8; hp 64; Init +2; Spd 20 ft.; AC 24, touch 11, flat-footed 23; Base Atk +9; Grp +13; Atk +15 melee (1d8+5/19–20/ 3, +1 *warhammer*) or +12 ranged (1d8+4/ 3, masterwork composite longbow); Full Atk +15/+10 melee (1d8+5/19–20/ 3, +1 *warhammer*) or +12/+7 ranged (1d8+4/ 3, masterwork composite longbow); SA smite aberration 2/day, smite evil 1/day; SQ aura of courage, aura of good, hard to hold +4, *detect evil*, divine grace, divine health, favored enemy aberrations +2, lay on hands 4/day, *topaz diadem* +2, turn undead 4/day (+1, 2d6+2, 1st), wild empathy +2 (–2 magical beasts); AL LG; SV Fort +13, Ref +7, Will +7; Str 18, Dex 14, Con 14, Int 8, Wis 10, Cha 12.

Skills and Feats: Balance +0, Climb +2, Jump +2, Knowledge (dungeoneering) +3, Ride +6, Search +3, Sense Motive +4, Spot +8, Survival +2; Combat Reflexes, Improved Critical (warhammer), Iron Will, Quick Recovery†, Track[B], Weapon Focus (warhammer).

† New feat described on page 181.

Language: Common.

Favored Enemy (Ex): Halvar gains a +2 bonus on his Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against aberrations. He gains the same bonus on weapon damage rolls.

Smite Aberrations (Su): Two times per day, Halvar can attempt to smite aberrations with one normal melee attack. He adds +1 to his attack roll and deals an extra 8 points of damage.

Smite Evil (Su): Once per day, Halvar can attempt to smite evil with one normal melee attack. He adds +1 to his attack roll and deals an extra 4 points of damage.

Aura of Courage (Su): Immunity to fear, and each ally within 10 feet of Halvar gains a +4 morale bonus on saving throws against fear effects.

Detect Evil (Sp): Detect evil at will as the spell.

Divine Health (Ex): Immunity to disease.

Hard to Hold (Ex): Halvar can escape from deadly situations such as the tentacles of a mind flayer or the pseudopods of an aboleth. He gains a +4 on grapple checks to avoid being grappled or to escape from a grapple.

Topaz Diadem: Halvar's *topaz diadem* confers a +2 sacred bonus to AC and a +2 sacred bonus on saving throws against attacks made by or effects created by evil creatures. The diadem blocks attempts to possess Halvar or to exercise mental control over him.

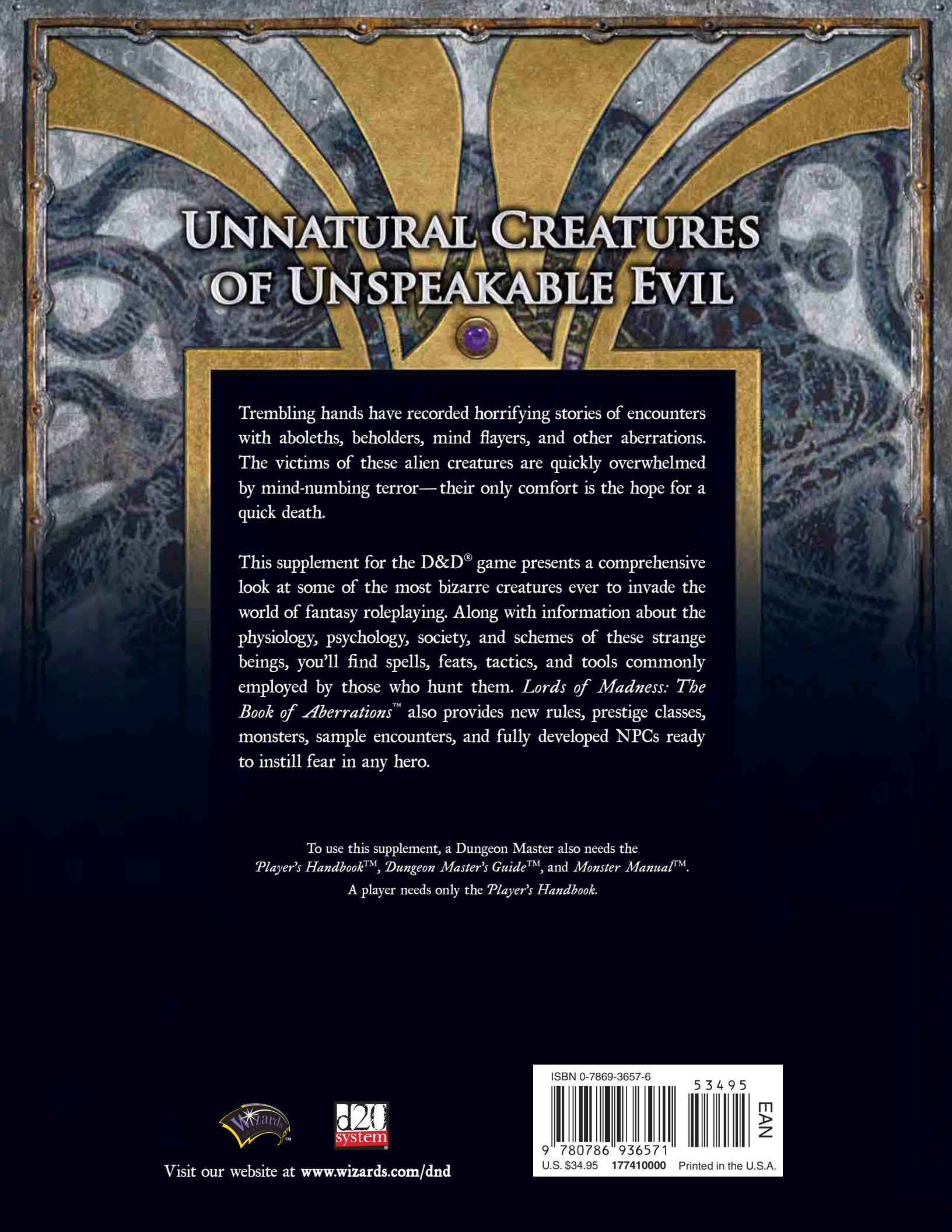
Possessions: +2 full plate armor, +1 large steel shield, +1 warhammer, masterwork composite longbow (+4 Str bonus) with 25 arrows, *gauntlets of ogre power, topaz diadem.*

ABOUT THE AUTHORS

RICHARD BAKER is a senior designer for Wizards of the Coast. His most recent roleplaying game design credits include *Complete Arcane* and *Monster Manual* v.3.5. Richard is also the *New York Times* best-selling author of the novel *Condemnation.* Richard lives in Washington State with his wife and two daughters.

JAMES JACOBS is the managing editor for *Dungeon Magazine.* His most recent previous design credit for Wizards of the Coast came for his work on *Frostburn: Mastering the Perils of Ice and Snow.*

A gaming industry veteran, STEVE WINTER currently produces web content for Wizards of the Coast. His previous design credits include *Monster Manual II.*



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